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Michael A. Mintzer
Assistant Regional Counsel
New York/Caribbean Superfund Branch
Office of Regional Counsel
U.S. Environmental Protection Agency, Region II
290 Broadway, 17th Floor
New York, NY 1007-1866

January 30, 2012

Re: Newtown Creek Superfund Site, Kings County and Queens County, New York
Response to Requestion for Information Pursuant to the Comprehensive Environmental Response, Compensation and Liability Act, 42 USC §§ 9601-9675

Dear Mr. Mintzer:
Shell Oil Company ("Shell") and Motiva Enterprises, LLC ("Motiva") hereby submit a joint response to the Request for Information directed to them pursuant to CERCLA Section 104(e), dated October 25, 2011, regarding the Newtown Creek Superfund Site. By agreement, the due date for this response was extended to January 31, 2012. We appreciate your cooperation in providing this additional time.

Shell and Motiva hope the enclosed response addresses USEPA's questions. Shell and Motiva reserve the right to supplement this response if further information is located. This response is comprised of a written response to your Requests for Information, one computer disk and four (4) boxes of documents containing the information on the disk. For confidential business documents, Shell/Motiva have marked these documents appropriately. Shell/Motiva maintain that its business interested would be severely prejudiced by producing the confidential business information to persons other than the United States EPA.

If you have any questions or concerns regarding this Response or have any problems accessing the data on the computer disks provided, please contact the undersigned at the address/phone number indicated on the first page of this Response or by e-mail at carita.walker@shell.com.

Kind Regards,

Carita S. Walker
Senior Legal Counsel

Enclosures: (1) Written Response to Request for Information; (2) One (1) Computer Disk; (3) Four (4) Boxes of documents containing the information on the disk.

cc: Caroline Kwan, USEPA (with Enclosures)

Response to Request for Information Pursuant to CERCLA Section 104(e)
Newtown Creek Superfund Site, Kings County and Queens County, New York
Submitted by Shell Oil Company and Motiva Enterprises LLC

General Objections

A. Shell Oil Company and Motiva Enterprises LLC (collectively, the "Company") objects and asserts all applicable privileges and protections it has with regard to EPA's enumerated inquiries including the attorney-client privilege, attorney work product doctrine, audit/self-evaluative privilege, materials generated in anticipation of litigation, and privileges for materials that are proprietary, company confidential, or trade secret. CERCLA does not require a party to divulge such privileged or otherwise confidential information in response to information requests.

B. The Company objects to the requests to the extent the requests are overbroad, vague, ambiguous, irrelevant and unduly burdensome so as to exceed statutory authority under CERCLA and contravene the Company's constitutional rights. The Company further objects to the requests to the extent the requests use undefined terms. In responding to these requests, the Company relies on the definition of terms as they are commonly used (*i.e.*, their dictionary definitions).

C. The Company objects to the requests on the grounds that certain of the requests are overbroad and unduly burdensome in that they seek information or documents regarding the Facility prior to the Company's ownership or operation or seek information or documents regarding facilities not owned or operated by the Company.

D. The Company objects to the requests on the grounds that they are overbroad and unduly burdensome in seeking information dating back from the present to the 1930's. The Company objects to the requests in that they suggest that the Company has an obligation to provide information that was never put in writing or is from written documents that are no longer available. The Company acquired the relevant Facility in the 1930's and operations commenced in the early 1940's. The Company's institutional knowledge regarding these operations, accordingly, is limited and must be based on existing written documentation. For this reason, the Company also objects to the definition of "knowledge" to include institutional awareness "within your possession or control, or otherwise available to you." The Company conducted a reasonable and thorough review of available documents and interviewed employees/former employees, but cannot be held responsible for providing information not written, from documents no longer available, or from former employees who were not available to the Company.

E. The subject Facility is a petroleum storage terminal, and, accordingly, the vast

majority of material handled was petroleum and exempt from potential liability under CERCLA. The Company objects to the requests as unreasonable, overbroad, unduly burdensome and beyond the authority of EPA to seek information pursuant to CERCLA Section 104(e), 42 U.S.C. § 9604(e), regarding materials that are exempt from CERCLA.

F. The Company objects to the requests to the extent that they seek information or documents in the possession of the United States or other governmental agency or is otherwise public information equally available to the EPA.

G. CERCLA Section 104(e)(2) authorizes EPA to require submission of information upon reasonable notice. The Company conducted a review of available records that was achievable given the time period it had to respond to this request and has supplied available non-privileged information concerning the Facility that was found during that review. If the Company locates further, non-privileged responsive information to which it has not objected subsequent to this letter, it will endeavor to timely supplement this response.

H. The Company objects to the instruction to identify all documents, persons and sources *consulted* in the preparation of the answer as overly burdensome and as calling for the disclosure of privileged and confidential attorney work product. The non-privileged documents it has located containing responsive information that were reviewed and relied upon in developing this response are provided herewith.

Responses

Section 1.0 Company Information

1. Company Identification: Provide the following information with respect to the Company.

   a. The full legal, corporate name and mailing address.
   b. The state and date of incorporation, the date of qualification to do business in the State of New York, and the agents for service of process in the state of incorporation and in New York State.
   c. The Chief Executive Officer or other presiding officer of the entity and the mailing address of that officer.
   d. If the Company is a successor by merger, acquisition or other activity to any other entity, identify each such entity and describe the nature of the succession. Please provide purchase and sale documents that related to such merger, acquisition or other activity including any indemnities associated with such activity.
   e. If the Company is a subsidiary, division, branch or affiliate of another corporation or other entity, identify each of those other entities and those entities' Chief Executive Officers or other presiding officers. Identify the state of incorporation and agents for service of process in the state of incorporation and in New York State for each entity identified in your response to this question.

RESPONSE

Shell Information

Shell Oil Company
One Shell Plaza
P.O. Box 2463
Houston, TX 77252

State of incorporation: Delaware
Date of Formation: February 8, 1922 as Shell Union Oil Company, name changed to Shell Oil Company September 22, 1949.

REGISTERED AGENT:
The Corporation Trust Company
c/o The Corporation Trust Company
Corporate Trust Center
1209 Orange Street
Wilmington, DE 19801

Qualified in State of New York: September 30, 1949
REGISTERED AGENT:
CT Corporation System
111 Eighth Avenue
New York, NY 10011

Marvin E. Odum, President
Shell Oil Company
One Shell Plaza
P.O. Box 2463
Houston, TX 77252

Shell Union Oil Corporation (a Delaware corporation) changed its name to Shell Oil Company (a Delaware corporation) on September 22, 1949.

Shell Oil Company has numerous affiliates and indirect parents. As such, Shell Oil Company objects to providing all of the names of these affiliates and indirect parents because do do so would be unduly burdensome and not relevant.

Motiva Information

Motiva Enterprises LLC
P. O. Box 4540
Houston, TX 77210-4540

State of incorporation: Delaware
Date of Formation: July 1, 1998

REGISTERED AGENT:
The Corporation Trust Company
c/o The Corporation Trust Company
Corporate Trust Center
1209 Orange Street
Wilmington, DE 19801

Qualified in State of New York: July 29, 1998
REGISTERED AGENT:
CT Corporation System
111 Eighth Avenue
New York, NY 10011

Robert W. Pease, President and Chief Executive Officer
Motiva Enterprises LLC
P. O. Box 4540
Houston, TX 77210-4540

Motiva Enterprises LLC is a 50-50 joint venture between Saudi Refining, Inc. and Shell Oil Company.

2. Future EPA Communications: If the addressee of this letter requests that future communications from EPA regarding the Site be sent to a particular individual or office, provide the name, address, telephone number, e-mail address and capacity of such individual or office.

RESPONSE

Carita Walker
Senior Counsel
Shell Oil Company
910 Louisiana Street, Room 4862
Houston, TX 77002
713/241-5649
Carita.Walker@shell.com

John McGahren
Partner
Patton Boggs LLP
One Riverfront Plaza, 6th Floor
Newark, NJ 07102
973/848-5610
jmcgahren@pattonboggs.com

Section 2.0 Owner/Operator Information

3. Separately provide a brief summary of the Company's relationship to the Facility (see Definition number 9.a for "Facility") and each Other Newtown Creek Property (see Definition number 9.a for "Other Newtown Creek Property"), including:
    a. Nature of the Company's interest in the Facility and each Other Newtown Creek Property;

RESPONSE
Shell Oil Company owned the Facility and operated a petroleum storage and distribution terminal there since the early 1940s, as explained further in response to Question Nos. 3.b and 6.

    b. Corporate identity of any entity affiliated with the Company that holds or held such interest;

RESPONSE
The property on which the Facility was developed was granted to Shell Eastern Petroleum Products Inc. on February 10, 1930. On November 2, 1936, Shell Eastern Petroleum Products was acquired by Shell Union and operated as a division of Shell Union until May 1, 1939, at which time its properties were conveyed to Shell Oil Company, Inc. a Virginia corporation. A transfer of assets including properties of Shell Oil Company, Incorporated to Shell Union Oil Corporation took place on September 30, 1949; and Shell Oil Company, Incorporated was dissolved on December 29, 1949. Shell Union Oil Corporation (a Delaware corporation) changed its name to Shell Oil Company (a Delaware corporation) on September 22, 1949. The subject land was conveyed to Shell Oil Co., a Delaware corporation, by deed from Shell Oil Co., a Virginia corporation, on September 30, 1949. The land was granted to Motiva Enterprises LLC from Shell Oil Co. on September 28, 1998. Motiva Enterprises LLC maintains ownership of the land.

    c. Address, Borough, Block and Tax Lot Identification and map or schematic locating the Facility and each Other Newtown Creek Property;

RESPONSE
25 Paidge Ave., Brooklyn, Kings County, NY 11222. Block-2491, Lot 1; Tax lot ID 76-0262-490 (Fed Tax ID). See Site Plans provided in response to Question No. 11.

    d. Dates of acquisition and date of disposition of interest and identity of transferor and transferee;

RESPONSE
See response to Question No. 3.b.

e. Dates of operation and date of cessation of operation and identity of lessor, licensor or other person with paramount interest (e.g., property owner, prime leaseholder);

RESPONSE

See response to Question Nos. 3b and 6. The terminal has been in operation since the early 1940s.

f. The principal business and each other line of business conducted by the Company at the Facility and at each Other Newtown Creek Property;

RESPONSE

The Company operates a petroleum storage and distribution terminal at the Facility. For a period of time prior to the mid-1970's, the Company also conducted some drumming and canning of motor oil and lubricants at the Facility.

g. Provide a copy of all instruments evidencing the acquisition or conveyance of such interest (e.g., deeds, leases, licenses, purchase and sale agreements, partnership agreements, etc.).

RESPONSE

See attached documents.

4. Identify all entities who concurrently with the Company exercise or exercised actual control or who held significant authority to control activities at the Facility, including:

    a. Lessees, sublessees, partners, joint venturers or holders of easements.

RESPONSE

In the early 1990s, Exxon leased three bays in the garage at the Facility for a truck maintenance facility. In the same era, Century Petroleum leased six bays in the garage in connection with its trucking operation.

    b. Contractors, subcontractors, licensees or licensors that exercised control over any materials handling, storage, or disposal activity.

RESPONSE

See responses to Question Nos. 16, 22, 24, 40, 41 and attached documents.

    c. Pipelines providing delivery of materials to, distribution within or shipment from the Facility;

RESPONSE

Buckeye Pipeline, Township Road, Allentown, PA 18104, 610-395-2412 (shipments into facility).

    d. Railroads or rail lines providing delivery of materials to or shipment from the Facility;

RESPONSE

None

    e. Truckers providing delivery of materials to or shipment from the Facility;

RESPONSE

See attached document.

    f. Barge service companies providing delivery of materials to or shipment from the Facility; and

RESPONSE

Inbound barge service provided by Reinauer Transportation Companies, 1983 Richmond Terrace, Staten Island, NY 10302.

g. Any other person with activities and/or easements regarding the Facility.

RESPONSE

N/A

5. Identify all current or prior owners that you are aware of for the Facility. For each prior owner, further identify if known, and provide copies of any documents you may have regarding:
    a. the dates of ownership and operations conducted at such times;
    b. any corporate or real estate affiliation between the Company and each such prior owner, including, without limitation, Shell Oil Company (Delaware), Shell Oil Company (Virginia), Shell Eastern Petroleum Products, Inc.; and
    c. release of hazardous substances, industrial waste, other waste including petroleum, at the Facility during the period that the prior owners owned the Facility with such details as you are aware of.

RESPONSE

See responses to questions 3.b. and 3.g. The Company is not aware of any release of hazardous substances, industrial waste, other waste, including petroleum, at the Facility prior to transfer of title to the Facility property to Shell Eastern Petroleum Products Inc. on February, 10, 1930. See also, responses to Question Nos. 15, 30, 31, 37, 38, 39, 40, 41, 42, 43, 44, 45, and 46.

6. Identify all current or prior operators that you are aware of for the Facility. For each such operator, further identify, if known, and provide copies of any documents you may have regarding:
    a. the dates of operation;
    b. any corporate or real estate affiliation between the Company and each such prior operator, including, without limitation, Shell Oil Company (Delaware), Shell Oil Company (Virginia), and Shell Eastern Petroleum Products, Inc.;
    c. the nature of the operations at such times; and
    d. release of hazardous substances, industrial waste, other waste including petroleum, at the Facility during the period that the prior operators were operating the Facility.

RESPONSE

The terminal commenced operation in approximately1945. Since that time, the terminal was operated by the following entities:

Shell Oil Co., a Virginia corporation, 1945-1949

Shell Oil Co., a Delaware corporation, 1949-1998

Motiva Enterprises LLC, 1998- Present

See also response to Question No. 4. The Company is not aware of any release of hazardous substances, industrial waste, other waste, including petroleum, at the Facility prior to commencement of operation. Sanborn maps indicate that the property was used as a lumberyard prior to Company ownership. See also, responses to Question Nos. 15, 30, 31, 37, 38, 39, 40, 41, 42, 43, 44, 45, and 46.

7. Litigation and Administrative Activity:

a. Has the Company or an affiliate been a party to any litigation, whether as plaintiff or defendant, where an allegation included liability for contamination of or from the Facility, any Other Newtown Creek Property or any other facility within 1,000 feet of Newtown Creek (whether or not owned or operated by the Company)? If yes, identify such litigation and its disposition, briefly describe the nature of the Company's involvement in the litigation and provide a copy of the pleadings and any final order.

RESPONSE

No.

b. Has the Company or an affiliate been identified by the U.S. Environmental Protection Agency or by any New York State or New York City agency as a party responsible for environmental contamination with respect to a facility located within 1,000 feet of Newtown Creek? If yes, state the Company's understanding of the basis for such notice of responsibility and provide a copy of any correspondence, orders or agreements between the Company and the governmental agency.

RESPONSE

Yes. See response to Question Nos. 15, 30, 31, 37, 38, 39, 40, 41, 42, 43, 44, 45, and 46.

8. Ownership of Newtown Creek: At the present time or at any past time, has the Company or any affiliate:
    a. Owned any portion of Newtown Creek or wetlands associated with Newtown Creek?

RESPONSE

No.

    b. Asserted control or exclusive rights to use any area of Newtown Creek or wetlands associated with Newtown Creek, for any purpose including, without limitation, dredging, filling, construction, maintenance or repair of any facility located in the waters, the associated wetlands or sediments, including, by way of example, bulkheads, rip rap, pipes, wharfs, piers, docking, loading or unloading facilities, cranes or over-water facilities.

RESPONSE

The Company dredged in the area of the bulkhead and conducted a dock rehabilitation project in 2009.

    c. If the answer to either subparagraph "a" or "b" of this paragraph is yes, please identify the areas owned or controlled, or over which the company has a right to use, provide an explanation of how and from whom the Company acquired such ownership or control, provide a copy of all title documents, leases, permits or other instruments where such right was derived, and describe all activities conducted pursuant thereto.

RESPONSE

See responses to Question No. 9 and 11 and attached documents.

9. Operations In, Under or Over the Waters or On the Sediments of Newtown Creek:

a. Describe all activities at the Facility that were conducted over, on, under, or adjacent to, Newtown Creek. Include in your description whether the activity involved hazardous substances, industrial waste, petroleum or other waste materials and whether any materials were ever discharged, spilled, disposed of, dropped, or otherwise came to be located in Newtown Creek.

RESPONSE

Gasoline and ethanol (since 2004) have been received on barges by way of dock berthing on Newtown Creek. Currently, deliveries of ethanol and a small percentage of the gasoline received at the Facility are received at the Facility by barges (the large majority of gasoline is received through the Buckeye Pipeline). Deliveries are received pursuant to the Motiva Enterprises LLC Marine Terminal Guide and Dock Operations Manual (attached). See also response to Question No. 42.

b. Has the Company, or any affiliate, at any time, constructed or operated any facility in or over the waters or on the sediments of Newtown Creek, including any bulkheads, rip-rap, pipes, wharfs, piers, docking, loading or unloading facilities, containment booms, cranes or other on-water or over-water facilities.

RESPONSE

The Facility has a dock bulkhead. Installation date for the terminal bulkhead is unknown, as the pier line existed prior to the Company's ownership of the property (see Document ID 00000006; File Name: 58603-1942-07-17-FIG-01 (Site Topographic Plan – Shell).pdf). Beyond regular maintenance, rehabilitation and upgrades to the dock bulkhead were completed in 2009.

c. Has the Company, or any affiliate, at any time constructed, operated or utilized any facility under the waters or sediments of Newtown Creek, including without limitation pipes, pipelines, or other underwater or under sediment facilities.

RESPONSE

No.

d. If the answer to subparagraph "b" or "c" of this paragraph is yes, please provide details including the facilities constructed or operated, the dates of such construction, replacement or major modification, whether there were discharges into the waters of Newtown Creek associated with construction or maintenance of such facilities, all permits associated with the construction or operation and the nature of the Company's authorization to construct or maintain such facilities in Newtown Creek including from whom the operating rights were obtained, and provide copies of relevant deeds, leases, licenses and permits.

RESPONSE

See document file titled *Dock Rehabilitation*; Document ID 00000006, File Name: 58603-1942-07-17-FIG-01 (Site Topographic Plan – Shell).pdf; Document ID 00000323, File Name: 58603-2009-10-06-FIG-01 (Bulkhead Rehab As-Built Drawings- Hudson).pdf; and response to Question No. 11.h.

e. Provide a summary of over-water activities conducted at the Facility, including but not limited to, any material loading and unloading operations associated with vessels, materials handling and storage practices, ship berthing and anchoring, ship fueling, cleaning, maintenance, or repair.

RESPONSE

See Motiva Enterprises LLC Marine Terminal Guide and Dock Operations Manual (attached).

f. Utilized barges, tankers or other ships in any operations on Newtown Creek and, if so, provide details. With respect to barge, tanker and shipping operations:

i. Identify all products and raw materials transferred to or from barges, tanks and ships and the dates of such operations;

RESPONSE

Ethanol (since approx. 2004) and gasoline transfer from barge by pipeline into facility storage tanks.

ii. Describe the method of transfer to and from barges or other ships during all periods of such activities;

RESPONSE

Products received from vessel are pumped through hose into facility pipeline.

iii. Identify the types of barges or ships utilized and the depth of the water where barges or ships were moored;

RESPONSE

RTC27 & 28 ABS Class vessels – Draft is 11 feet.

iv. Describe barge, tanker or other ship cleaning operations, if any, including the cleaning methods that were used, how cleaning waste was handled; and

RESPONSE

There are no barge, tanker or ship cleaning operations conducted at the Facility.

v. Describe spill prevention controls that were utilized in delivery or pick-up of materials.

RESPONSE

See Motiva Enterprises LLC Marine Terminal Guide and Dock Operations Manual (attached).

g. State whether any of the operations required to be identified above resulted in disposal or spillage of any materials into Newtown Creek or the re-suspension of any sediments of Newtown Creek. If the answer is a "yes" please provide details and documentation of such events.

RESPONSE

See response to Question No. 42.

10. Identify each and every Other Newtown Creek Property (see Definition number 9.b for "Other Newtown Creek Property"), that your Company presently or previously owns (or owned), eases (or leased), manages (or managed), operates (or operated), controls (or controlled), or otherwise has or had rights to use, manage or operate, within the area extending one-thousand feet from the shoreline of Newtown Creek (Definition number 1 above defines "Newtown Creek" to include all tributaries or branches of Newtown Creek). Include among such Properties, all branded businesses of Shell Oil Company or any affiliate, if any, such as service stations, and describe the Company's relationship to each such business.

RESPONSE

Review of real estate files indicates that the Company does not presently nor did previously own, lease, manage, operate, control, or otherwise have or had rights to use, manage or operate, property within the area extending one-thousand feet from the shoreline of Newtown Creek other than the Facility.

Section 3.0 Description of the Facility

11. Provide the following information for the Facility, including a description responsive to each question and depictions by map, drawing, survey or otherwise:

a. Address and borough, block and lot;

RESPONSE

25 Paidge Ave., Brooklyn, Kings County, NY 11222. Block-2491, Lot 1; Tax lot ID 76-0262-490 (Fed Tax ID)

b. historic photographs, including without limitation, aerial photographs, photographs showing construction, industrial or commercial processes, sanitary and storm sewer systems, outfalls, indoor and outdoor storage of materials or products, and photographs during construction;

RESPONSE

Please see attached documents.

c. all surveys and drawings of the Facility in your possession showing current configurations and improvements as well as previous configurations and improvements;

RESPONSE

The Facility began operation in the early 1940s. Product storage and conveyance consisted of forty (40) underground storage tanks (USTs) arranged in a common field on the western edge of the property and a truck loading rack in the center of the site. Onsite structures consisted of a small garage in the east-central portion of the site, two warehouses/garages along Paidge Avenue in the southeast and southwest corners, and a Lube Warehouse in the south-central portion along Paidge Avenue.

Improvements and changes to product storage and conveyance since beginning of operation include: addition of aboveground storage tanks (ASTs) No. 41, 42, 47, 48, 49 and 50 (1948); AST Nos. 43-46 (1950) and AST No. 55 (1999); demolition of the original loading rack and construction of a new rack at the location of the current rack (occurred between 1951 and 1954); replacement or renovation of the loading rack into its current configuration (occurred between 1966 and 1975); construction of an additional canopy structure over the existing loading rack (2010); and abandonment in place of the UST field (1988 through 1990).

Improvements and changes to site structures since beginning of operation include: construction of a warehouse on the northeast corner of the site along Newtown Creek (1950); demolition of the warehouse along the southwest corner (along Paidge Avenue) and conversion of this area to a

parking lot/vehicle exit (occurred between 1954 and 1965); demolition of the Lube Warehouse and construction of the existing Terminal Office in the same area (1957); demolition of the small garage in the east-central portion of the site (between 1954 and 1965); and rehabilitation of the bulkhead along Newtown Creek (2009).

Please see attached documents.

d. sanitary sewer system information, including drawings, sewer easements, surveys or maps showing location and configuration both as currently configured and previous configurations;

RESPONSE

All current structures' sanitary discharge is to the NYC sewer along Paidge Avenue. In addition, the discharge from the aboveground oil-water separator associated with the wash bay in the garage discharged to the sanitary sewer until approximately 2006. At least one site structure was served by a septic tank until at least the late 1950s. This septic system from the Lube Warehouse was removed in late 1950s and replaced with a sanitary line running to the NYC sewer along Paidge Avenue. Please see attached documents.

e. storm water sewer system information, including drawings, surveys or maps showing location and configuration both as currently configured and previous configurations;

RESPONSE

There are no documents that depict the initial layout of site stormwater drainage. Catch-basins and an oil-water separator are noted on the 1942 site plan along the eastern edge of the property. Historically, three oil-water separators and two outfalls (Outfall 001 and Outfall 002) were part of the site stormwater management system. Separator #3 previously served the containment area of the UST farm and discharged to Newtown Creek at Outfall 002, located directly north of Separator #3/Tank #16. The inlet of this separator was sealed and Outfall 002 removed from the SPDES permit following abandonment of the USTs in 1992. Separator #1 serves the AST containment areas. All stormwater in the AST containment areas previously infiltrated to the subsurface prior to paving and sealing of the containment area floors with concrete and routing of stormwater to Separator #1 in 1990. Discharge from the AST containment and Separator #1 is controlled by valve to allow for visual inspection of stormwater for sheens or other noticeable contamination prior to discharge to Separator #2. Surface and canopy drainage from the loading racks previously discharged to Separator #1 until 2010, when all runoff from the loading rack was routed to a UST which is pumped out for off-site recycling/disposal as needed. Separator #2 serves discharge from Separator #1 and surface runoff from all paved operational areas of the site, with the exception of the parking lot on the western edge of the site, which drains directly to the NYC sewer along Paidge Ave. Separator #1 and #2 discharge to Newtown Creek at Outfall 001, which is located directly north of Separator #2. Roof drains for onsite buildings (office, warehouse and garage) discharge to the ground-surface. See also responses to Question Nos. 12,

17, and 18.

f. all below-ground structures, including, pipes, pipelines, sumps, wells, dry-wells and other structures for storage or conveyance of solid, gaseous or liquid materials, whether above ground or below ground , and whether owned or operated by you or by another, and as presently configured and as previously configured;

RESPONSE

Below-ground structures include the 40 abandoned in place USTs, 2-550 gallon tanks, abandoned facility pipelines, part of the pipeline that receives gasoline from the Buckeye Pipeline, sanitary and storm sewer lines, three oil-water separators, a holding vessel for loading rack storm water runoff, and 46 monitoring wells. Two 4,000 gallon vaulted USTs are located at the former refueling station and there was also a heating oil tank located near the building. See attached documents. See also responses to Question Nos. 27, 28 and 29.

g. all above-ground structures, including buildings and including all facilities for storage or transport of solid, liquid or gaseous materials, whether owned or operated by you or by another, and as presently configured and as previously configured;

RESPONSE

Above-ground structures consist of 16 ASTs and associated piping, a Vapor-Recovery Unit (VRU), truck loading rack, fire suppression structures and associated piping, part of the pipeline that receives gasoline from the Buckeye Pipeline, a warehouse, garage and Terminal Office building. See attached documents. See also responses to Question Nos. 28 and 29.

h. all over-water or in-water facilities (e.g., piers, docks, cranes, bulkheads, pipes, treatment facilities, containment booms, etc.),

RESPONSE

The only over/in-water facility at the site is the bulkhead along Newtown Creek, which was rehabilitated in 2009. See response to Question 9.

i. all treatment or control devices for all media and pursuant to all environmental laws and regulations (e.g., surface water, air, groundwater, hazardous waste, solid waste, etc.);

RESPONSE

Treatment/Control devices at the facility consist of a Vapor Recovery Unit and two Oil-Water Separators. See attached documents. See also response to Question No. 41.

j. groundwater wells, including drilling logs; and

RESPONSE

Fifty groundwater monitoring wells have been installed at the site since 1986. Three wells (MW-7, -21 and -22) were abandoned during the bulkhead rehabilitation in 2009, and one well (MW-19) was destroyed during construction of the new loading rack canopy footers. See attached documents.

k. information related to any other outfalls, ditches, direct discharge facilities or other conveyance features and any discharges associated therewith.

RESPONSE

No other outfalls, ditches, direct discharge facilities or other conveyance features are known to exist.

12. For all items identified in subparagraphs e, f, g, h, i, j, or k, locate each such item on a Facility map or plan, provide the date of installation, identify all permits associated with each item, state whether such items are still in service or, if not, when they were removed from service, identify all leaks or spills, if any, associated with each, and identify any closure of any such item.

RESPONSE

Please see attached documents and responses to Question Nos. 9, 11, 12, 13, 15, 17, 18, 28, 30, 31, 32, 37, 38, 39, 40, 41, 42, 43, 44, 45, and 46.

The current layout of the stormwater sewer system is depicted in Document ID. 00000168, with the exception of drainage from the loading rack area, which no longer discharges to the oil-water separator but instead drains to a dedicated UST; an updated figure was not available. The inlet to Separator #3 was sealed, and the associated outfall (Outfall 002) was removed from the SPDES Permit in 1992.

Document Nos. 00000539 and 00000490 illustrate the location of the 40 abandoned USTs, oil water separators, below-ground portion of the pipeline that receives deliveries from the Buckeye Pipeline, storm-sewer lines, loading rack, stormwater line, USTs, and 46 monitoring wells. Additional information regarding the 46 monitoring wells is available in the attached well construction summary.

13. For each permit identify the type of permit, the agency or governmental authority issuing the permit and provide a copy of the permit and any reports required to be generated by the permit.

RESPONSE

See attached documents and responses to Question Nos. 30 and 32.

Stormwater Discharge Permit issued by NYSDEC
Title V Air Permit issued by NYSDEC
Major On Shore Facility License issued by NYSDEC
Chemical Bulk Storage License issued by NYSDEC

14. With regard to the placement of Fill at the Facility:

a. Was any fill placed on the Facility during the initial development of the Facility by the Company, or at any time thereafter? If so, identify all areas of the Facility where fill was placed, the lateral extent of the fill and the depth of the fill, the purpose of the placement, the source of the fill, the amount of the fill in each area, and the identity of the contractors involved in work related to the fill. State whether the fill has ever been characterized, either before placement or thereafter and, if so, provide a copy of the sampling/characterization results.

RESPONSE

There is no information available to indicate that fill was placed on the Facility by the Company during the initial development. The Facility was developed by the Company sometime during the 1930's and, based upon historic Sanborn maps provided by Environmental Data Resources Inc., a majority of the current pier line was installed prior to 1887 and the existing pier line was present as early as 1905.

During December 1990, in connection with the installation of the concrete floors in the AST containment area and with NYSDEC approval, approximately 1,500 cubic yards of petroleum-impacted soil was excavated from around the areas of the ASTs and spread on top of the abandoned USTs. This area encompassed approximately 20,000 square feet and was 18-24-inches thick. This soil was then treated in place by bioremediation (land farming) until June 1993. After approval was granted by the NYSDEC, approximately 18-inches of gravel was placed on top of the soil. Complete details of the bioremediation (land farming) process are provided in responses to Question Nos.16 and 40.

b. Were any portions of the Facility historically part of Newtown Creek or did the Facility formerly include any marshlands or wetlands associated with Newtown Creek. Please depict any such areas on a survey, drawing or schematic. Please provide your understanding of who filled any such wet areas, the approximate date of such fill, and the lateral extent and depth of such fill, the source of the fill, the composition of the fill and, if any sampling has ever been done of such filled areas, provide a copy of the sampling results.

RESPONSE

The earliest Sanborn map available from 1887 (attached) illustrates the existence of a pier line; therefore, any filling or encroachment upon Newtown Creek would have occurred prior to 1887. The Facility was identified as a lumber yard through the 1928 Sanborn Map.

15. Provide a copy of all reports, information or data you have related to soil, water (ground and surface), or air quality and geology/hydrogeology at and about the Facility. Provide copies of all documents containing such data and information, including both past and current aerial photographs as well as documents containing analysis or interpretation of such data.

RESPONSE

Please see attached documents and responses to Question Nos. 11, 13, 14, 16, 30, 31, 32, 37, 38, 39, 40, 41, 42, 43, 44, 45, and 46

16. Identify all past and present solid waste management units or areas where materials are or were in the past managed, treated, or disposed (e.g., waste piles, landfills, surface impoundments, waste lagoons, waste ponds or pits, drainage ditches, tanks, drums, container storage areas, etc.) on the Facility. For each such unit or area, provide the following information:

a. a map showing the unit/area's boundaries and the location of all known units/areas whether currently in operation or not. This map should be drawn to scale, if possible, and clearly indicate the location and size of all past and present units/areas;
b. dated aerial photograph of the site showing each unit/area;
c. the type of unit/area (e.g., storage area, landfill, waste pile, etc.), and the dimensions of the unit/area;
d. the dates that the unit/area was in use;
e. the purpose and past usage (e.g., storage, spill containment, etc.);
f. the quantity and types of materials (hazardous substances and any other chemicals) located in each unit/area;
g. the construction (materials, composition), volume, size, dates of cleaning, and condition of each unit/area; and
h. If the unit/area described above is no longer in use, explain how such unit/area was closed and what actions were taken to prevent or address potential or actual releases of waste constituents from the unit/area.

See attached maps and aerial photographs. See, in particular, Document ID Nos. 00000487 and 00000489.

90-day Hazardous Accumulation Area. The Company maintains a small concrete pad that operates as a 90-day hazardous waste accumulation area in accordance with RCRA regulations.

Loading Rack Stormwater UST. Stormwater from the truck loading rack is collected in a dedicated UST. Please see responses to Question Nos. 11, 12, 17 and 18.

Soil bioremediation (landfarming area).
Two areas with dimensions of approximately 165-ft long by 72-ft wide and 30-ft by 40-ft at the southern edge (totaling approximately 20,000-square feet) was utilized as a soil stockpile and soil bioremediation (landfarming) area. Thickness of the soil ranged from 18-24-inches. The active phase of the project occurred from December 1990 through June 1993. The purpose of the project was to bioremediate (landfarm) petroleum contaminated soils that were excavated from the AST containment area floors prior to sealing of the floors with concrete per NYSDEC regulation. Prior use of the area was a concrete containment area for above-ground piping related to the abandoned in place UST's. The contaminated soils were placed directly on top of this containment area following removal of the piping. Approximately 1,500-cubic yards of contaminated soils were placed in this area. The soils were classified as non-hazardous; however

elevated levels of total petroleum hydrocarbons (TPH) and total xylenes were present, prompting the waste management activity. The area consisted of 1,500 yd^3 of soils spread over an approximately 20,000 ft^2 area. Application of a nutrient/catalyst was preformed monthly, and aeration of the soils was performed every two weeks from June through September 1992. Following reduction of contaminant concentrations to acceptable levels, and approval from NYSDEC in June 1993, the soils in the area were left in place and covered with gravel to prevent erosion, as well as to limit recontamination should a release occur in nearby infrastructure. See also response to Question No. 14.

Former Product Recovery AST.

The Former Product Recovery AST was a 36-inch diameter, 275-gallon capacity steel above ground storage tank (AST). The AST was in place from 1990 through February 2010. The purpose of the AST was to store non-aqueous phase liquids (NAPLs) recovered from site monitoring wells and the former NAPL skimming system. The AST stored petroleum based NAPL up to a capacity of 275-gallons. The AST was constructed of ¼-inch thick steel, 36-inches in diameter and 78-inches in length. The capacity of the AST was 275-gallons of liquids. At an undocumented time, a steel secondary containment dike pan was installed on the AST. The AST was in good condition with no leaks at the time of removal. Following deactivation of the skimming system in 2008, the AST was placed "Out of Service". Remaining residuals in the tank were pumped out and disposed, and the tank cleaned and removed from the site in February 2010.

17. Provide the following information regarding any current or former sewer or storm sewer lines or combined sanitary/storm sewer lines, drains, or ditches discharging into Newtown Creek from the Facility:

a. the location and nature of each sewer line, drain, or ditch;
b. the date of construction of each sewer line, drain, or ditch;
c. whether each sewer line, drain, or ditch drained any hazardous substance, waste, material or other process residue to Newtown Creek; and
d. provide any documentation regarding but not limited to the following on any and all outfalls to Newtown Creek which are located within the boundaries of the Facility. Your response should include, but not be limited to:
    i. whether the Facility is serviced by or otherwise drains or discharges to the outfalls and, if so, the source of the outfall;
    ii. the identify of upland facilities serviced by the outfalls;
    iii. the upland geographic area serviced by the outfalls; and
    iv. the type of outfall (i.e., storm water or single or multiple facility outfall).

RESPONSE

Location of all catch basins and storm sewer lines which discharge to Newtown Creek are located on the attached drainage plans. Dates of construction of system components were unavailable. During the period of January 2007 through December 2008, samples collected from Outfall 001 indicated exceedances of SPDES permit limits for BTEX. Loading rack drainage has since been reconfigured to discharge to a UST for storage and disconnected from the rest of the site stormwater system. To the best of our knowledge, there are no other outfalls located within the boundaries of the facility. See also responses to Question Nos. 11, 12 and 18.

18. Provide copies of any storm water or Facility drainage studies, including data from sampling, conducted at these Properties on stormwater, sheet flow, or surface water runoff. Also provide copies of any stormwater pollution prevention, maintenance plans, or spill plans developed for different operations during the Company's operation of the Facility.

RESPONSE

Please see attached documents. See also responses to Question Nos. 11, 12 and 17.

19. Connections to New York City sewer system:

a. State whether the Facility is connected to the New York City sewer and the date that the Facility was first connected;

RESPONSE

Sanitary sewer discharges from the terminal office, warehouse and garage are connected to the New York City (NYC) sewer along Paidge Avenue. Stormwater discharge from the parking lot located on the extreme western corner of the site is also connected to the NYC sewer. These are the only locations on the Facility that are connected to the NYC sewer. Date of initial connection is unknown.

b. State whether the Facility has ever discharged liquid wastes other than through the New York City sewer system and, if so, provide details on such discharges;

RESPONSE

Sanitary discharge from the warehouse formerly utilized a septic system. This was removed in the late 1950s upon connection to the NYC sewer. Prior existence of septic systems at other site structures cannot be determined based upon available documentation.

c. State whether the Facility participates in the New York City pretreatment program, whether the Company has ever been classified as a significant industrial user, whether the Company has ever been in violation of sewer use requirements or permits or received any notices of violation relating to use of the New York City sewer system;

RESPONSE

Discharges to NYC sewers are not the result of Industrial Processes; accordingly, the Facility does not participate in the NYC pretreatment program.

d. Provide any information detailing the volume of liquids discharged to the sewers and the nature of the discharges including analytical data detailing the makeup of the discharged liquids;

RESPONSE

None available.

e. Provide copies of all permits and permit applications for Industrial Wastewater discharge permits;

RESPONSE

N/A

f. Provide copies of all notices of violations, correspondence, hearing transcripts and dispositions relating to the Company's use of the New York City sewer system;

RESPONSE
To the best of our knowledge, there have been no notices of violation, correspondence, hearing transcripts or dispositions relating to the Company's use of the NYC sewer system.

g. Copy of Baseline Monitoring Reports submitted to NYC in connection with the Company's application for an industrial wastewater discharge permit;

RESPONSE
N/A

h. Copies of all surveys, reports or analyses delineating or characterizing the company's liquid wastes;

RESPONSE
To the best of our knowledge, there are no copies of surveys, reports or analysis that delineate or characterize the Facility's liquids wastes which discharge to the NYC sewer.

i. Copies of all periodic monitoring reports for wastes discharged through the sewer system; and

RESPONSE
N/A

j. Copies of all invoices from NYC or the NYC Water Board for water and/or wastewater charges including any wastewater allowances.

RESPONSE
None available.

20. Describe the nature of your operations or business activities at the Facility. If the products or processes, operation or business activity changed over time, please identify each separate operation or activity, the dates when each operation or activity was started and, if applicable, ceased. Also, please provide the following:

a. Identify and describe the petroleum storage business conducted at the Facility;

RESPONSE

Petroleum storage and distribution since the early 1940s until present. See responses to Question Nos. 9 and 11.

b. In addition to the petroleum storage business, identify each other business activity for which the Facility has been used since its acquisition by the Company;

RESPONSE

For a period of time prior to the mid-1970's, drumming and canning of motor oil and lubricants was conducted.

c. Have petroleum products been blended, combined, refined, re-refined or otherwise treated or mixed to produce products different from what was delivered to the Facility? If yes, please identify the products, all chemicals or materials used in such process, and describe each of the processes;

RESPONSE

Ethanol, gasoline and additives are combined via computer control within the pipes at the loading rack during the loading of each truck trailer. No wastes are generated.

d. Identify each industrial process employed at the Facility and the raw materials used and the wastes generated;

RESPONSE

Industrial processes at the Facility include: unloading of gasoline and ethanol from barges via dock line and transfer to underground (formerly) or above ground storage vessels; receipt of gasoline via pipeline and transfer to underground (formerly) or above ground storage vessels; unloading of additives from supply trucks and transfer via pipelines to on site tanks; storage of gasoline, ethanol and additives in tanks; periodic (approximately once every ten years) cleaning of large storage tanks; combining of fuel components within the pipe at the loading rack to make finished gasoline suitable for sale; recovery of vapors from truck loading via a vapor collections system and Vapor Recovery Unit. Wastes or recovered petroleum materials (non-wastes) occasionally generated which are transported/handled off site include: storm water from the truck loading rack (since 2010); tank sediment and washwater from tank cleaning activities; and spent

glycol from the Vapor Recovery Unit. Gasoline vapors collected from the Vapor Recovery Unit are returned to product storage.

e. Provide a schematic diagram or flow chart that fully describes and/or illustrates the Company's operations, from time to time, on the Facility;

RESPONSE

See Product Flow Diagram.

f. Provide a schematic diagram that indicates which part of the Company's operations generated each type of waste, including but not limited to wastes generated by cleaning and maintenance of equipment and machinery and wastes resulting from spills of liquid materials;

RESPONSE

Facility is a small quantity generator of waste. Waste generated is typically from tank cleaning and environmental equipment maintenance.

g. Describe all settling tank, septic system, or pretreatment system sludges or other treatment wastes resulting from the Company's operations;

RESPONSE

In 2010 the loading rack canopy was expanded and the storm water drainage was reconfigured so that drains beneath the canopy convey storm water flow to a holding tank rather than to an oil/water separator for discharge. Stormwater together with any solids that accumulate in the holding tank is pumped out as needed and transported/managed off site. The storm water is considered petroleum contact water as it is exposed to gasoline and oil potentially present on surfaces at the loading rack. See also response to Question 11.e. Contact water from various areas of the terminal is collected and temporarily stored in Tank 53, an aboveground, horizontal tank. The contact water together with any solids that accumulate in the holding tank is pumped out as needed and transported/managed off site.

h. Provide copies of Material Safety Data Sheets (MSDSs) and Right-to-Know Notices for raw materials used in the Company's operations;

RESPONSE

See attached documents.

i. Provide copies of MSDSs for each product produced at the Facility; and

RESPONSE

See attached documents.

j. Provide product literature and advertising materials for each product produced at the Facility.

RESPONSE

The Facility does not advertise. The Company advertises gasoline in numerous media and markets.

21. Did the Company store or combust coal at the Facility during the time of its ownership or operation? If your answer is yes, please respond to the following requests for information for all periods of time that the company operated at or owned the Facility:

a. Identify the purposes for such coal storage or combustion, including if used in energy production, the processes in which the energy was used at the Facility;
b. State the means by which the shipments of coal were delivered to the Facility, whether by barge, rail, truck or other, and identify the shipper and the vendor. Describe how the coal was received at the Facility and transported to storage facilities;
c. Identify the volume of coal received at the Facility, the type or types of coal (i.e. bituminous, anthracite, etc.) received and consumed on an annual basis during the period of the Company's ownership or operations, including changes over time;
d. Describe the means of storage of coal at the Facility, including whether the Facility employed coal pockets or other storage areas, the dimensions and volume of such storage facilities, and whether such storage was indoors or outdoors and covered or uncovered. Identify on a Facility map or diagram the location of the coal storage facilities. Describe the means of transport of the coal from the storage facilities to the combustion point;
e. Identify how the coal ash was managed including the location and storage facilities for the coal ash and whether it was stored indoors or outdoors, covered or uncovered, the means of conveying the ash to the on-site storage facilities, the location of the storage facilities, and, if sent for disposal, identify the disposal companies. State whether the ash was ever used at the Facility, whether as fill or for any other purpose, or if it was in any other manner disposed of at the Facility and, if so, describe the circumstances and identify the areas of disposal on a Facility map;
f. State whether there were Company written manuals providing for coal purchase, storage, maintenance of storage facilities, transport, consumption, or ash management and, if so, provide a copy of such written materials; and
g. State whether there were any permits associated with the coal receipt, storage, or consumption or ash management and, if so, provide a copy of such permits.

RESPONSE

No.

22. Describe the receipt, storage and off-shipment of chemicals, raw materials, intermediary product, and final product (including, without limitation petroleum) at the Facility. For each question, identify the time period covered by your response. Please provide a copy of Company manuals that over time were in effect describing these procedures.

a. For receipt of materials, please identify:

i. all such materials (including, without limitation, petroleum) received, stored at or shipped from the Facility;

RESPONSE

See attached Material Safety Data Sheets for materials received, stored or shipped from the Facility.

ii. its method of shipment to the facility (e.g., pipeline, barge, rail, tanker, truck, or other);

RESPONSE

Gasoline and ethanol (since 2004) are received at the Facility by barge. The majority of the gasoline received at the Facility is received from the Buckeye pipeline. Additives and other materials are received at the Facility by truck.

iii. testing, if any, upon receipt of such material, for quality, for conformity to specification, for contamination or otherwise; and

RESPONSE

See attached document, Testing Schedule – Distribution Terminals.

iv. treatment, if any, at the Facility of any material shipped to the facility, prior to storage in tanks at the facility.

RESPONSE

There has been and is no treatment at the Facility of any material shipped to the facility prior to storage in the tanks.

b. For petroleum storage, identify storage procedures including sampling or testing of petroleum products following initial storage; procedures for filtering or re-refining or cleaning petroleum products at the Facility in order to remove contamination or impurities or to meet specifications for petroleum products.

RESPONSE

See attached documents.

c. For off-shipment, identify the methods of shipping petroleum products from the Facility (barge, tanker, truck, rail, pipeline or other); testing of petroleum products

prior to shipment and the fate of any product that does not meet specifications for such product and the reasons that any product may have failed to meet your Company's standards for shipment.

RESPONSE

Product is shipped outbound by truck. See attached documents for testing information. Infrequent off spec product is isolated and handled by returning to storage or shipment off site.

d. For additives, catalysts and petroleum-related chemicals, during the period commencing with the Company's initial operation at the Facility to the present:
   i. identify all additives, catalysts and other chemicals received at the Facility for the purpose of adding to, blending, refining, re-refining or otherwise treating petroleum products (Aadditives or chemicals@). Please address each additive or chemical received at the Facility, including, without limitation, ethanol, lead, methyl ter-butyl ether (MTBE), ethyl tert-butyl ether (ETBE), and fuel dyes;

RESPONSE

See MSDS copies.

   ii. How and where was the additive or chemical delivered to, received at, tested and stored at the Facility;

RESPONSE

The materials are received by truck and transferred to storage tanks. Each proprietary additive is owned by that company and stored separately. There is no on-site testing.

   iii. How was the additive or chemical used by the Company? Please address: Which products received additive or chemicals and for what purpose. Identify all spills, emissions, discharges and releases of any additive or chemical and state whether any releases or discharges are federally permitted releases; and

RESPONSE

The additives are combined with gasoline in the pipeline during loading into the trucks. There are no known spills of additives.

   iv. Please provide copies of MSDSs for each such additive or chemical.

RESPONSE

See MSDS copies.

e. For chemicals that are not additives, catalysts or petroleum-related: Identify chemicals acquired for use at the Facility (other than for adding or blending with petroleum) including the identification of each such chemical, the purpose for which it was acquired, any testing done on such materials upon receipt, the method of storage whether in the warehouse or in storage tanks or otherwise. Describe all processes for which each such chemical was used at the Facility. Identify all spills, emissions, discharges and releases of any such chemical since the time that your Company has owned the facility and if you know, prior to your ownership and/or operations at the facility. Please provide copies of MSDSs for each such chemical.

RESPONSE

Glycol is used in the vapor recovery unit. Occasionally minor quantities of herbicides or pesticides have been used for weed or pest control. Pesticides and herbicides are not generally stored at the Facility. There has been no known discharge of any of these chemicals.

f. For tank bottoms:
   i. Describe how tank bottoms were generated and managed at the Facility at the time that the Company first acquired the property. Describe changes to tank bottom generation and management as the Facility has been upgraded and product storage has changed;

RESPONSE

Available documentation indicates that residuals from the tanks may be classified as recoverable material and transported to various recycling facilities for processing. Alternatively, tank bottoms and tank bottom waters are shipped off-site by a third party for disposal at an approved disposal site.

   ii. Have tanks at the Facility been used for storage of different petroleum products and, if so, describe cleaning procedures and management of bottoms as product mix has changed;

RESPONSE

The cleaning procedures and management of bottoms are the same for all products stored.

   iii. Describe how petroleum bottoms have been managed in incoming deliveries of petroleum products;

RESPONSE

N/A. Petroleum bottoms are not accepted in incoming deliveries. Floating suction in connection with barge transfer aids in prevention of transfer of bottoms.

   iv. Identify all contractors used by the Company to manage tank bottoms at the Facility;

RESPONSE
Waste is managed with a service level agreement with Shell Oil Company. See response to Question No. 24.

v. If these practices changed over time, provide information regarding the development of tank bottoms management and disposal practices over the period of time that the Company owned or operated the Facility;

RESPONSE
Prior practices are not documented.

vi. Have bottoms ever been disposed of or released onto the land at the Facility? If so, please describe the circumstances; and

RESPONSE
There has been no known disposal or release of tank bottoms onto the land at the Facility.

vii. Have bottoms ever been disposed of or released into the waters of Newtown Creek? If so, please describe the circumstances.

RESPONSE
There has been no known disposal or release of tank bottoms into the waters of Newtown Creek.

g. For tank and infrastructure cleaning: Describe tank cleaning and infrastructure cleaning procedures, the identification of materials removed in such cleaning operations, the volume of waste generated in such operations and the storage, and the treatment and disposal of such wastes. Identify the contract and the contractors used to perform the cleaning for the Company.

RESPONSE
Tanks are cleaned approximately once every ten years. Product is pumped out to another tank. When the material reaches approximately 3 feet, solids are physically removed from the tank and drummed for off-site disposal. High pressure water is used to wash tank interiors. Waste is removed via vac truck and the waste is managed by Shell Oil Company to an approved disposal site. Contractors currently include EQ Environmental and Auchter. See response to Question No. 24.

h. For metals and metal compounds (including but not limited to raw materials, scrap, byproducts, ash, wastewater and wastes containing metals or metal compounds but not including metals as components of structures or equipment): Identify any metals and metal compounds previously or currently used or

otherwise present at the Facility; the purpose for each of them; any testing done on such materials; and the method and location of use, storage and other handling of such materials at the Facility. Identify all spills, emissions, discharges and releases of any such substances at or from the Facility since the time that your Company owned or operated the Facility. Please provide any MSDSs for each such substance.

RESPONSE

N/A

i. For polychlorinated biphenyls ("PCBs"): Identify any PCBs previously or currently used or otherwise present at the Facility, including, but not limited to (i) PCBs in plasticizers, fire retardants, paints, water-proofing, railroad ties, heat stabilizing additives for adhesives, and other materials; (ii) PCBs in capacitors, transformers, vacuum pumps, hydraulic systems, and other devices; and (iii) PCBs in raw materials, wastes, wastewater, scrap, and byproducts. Identify the purpose for each of them; any PCB testing done on such materials; and the method and location of use, storage and other handling of PCBs at the Facility. Identify all spills, emissions, discharges and releases of any PCBs at or from the Facility since the time that your Company has owned the Facility. Please provide any MSDSs for PCBs at the Facility.

RESPONSE

N/A

j. Provide copies of any records, including Company manuals or written procedures that you have in your possession, custody or control relative to the activities described in this Question.

RESPONSE

See attached documents.

23. Describe the years of use, purpose, quantity, and duration of any application of pesticides or herbicides on the Facility. Provide the brand name of all pesticides or herbicides used.

RESPONSE

See attached MSDS documents. Pesticides and herbicides are not generally stored at the Facility.

24. For all periods of the Company's ownership or operation of the Facility, describe how wastes transported off the Facility for disposal or treatment were handled, stored, and/or treated prior to transport to the disposal facility.

RESPONSE

Transportation and disposal of waste for off-site management is scheduled through an internal centralized waste management team utilizing transporters that meet minimum company safety and financial criteria and disposal facilities that are audited and found acceptable for use. The waste, while accumulated on-site awaiting shipment, is stored in DOT approved containers, labeled for identification purposes, per 40 CFR 262, Subpart C generator pre-transport requirements. Hazardous waste is stored awaiting shipment in a 90-day storage area. It is not company practice to conduct onsite treatment prior to transport to a disposal facility.

25. Describe the cleaning and maintenance of the equipment and machinery involved in these operations, including but not limited to:

a. the types of materials used to clean/maintain this equipment/machinery;

RESPONSE

No chemicals are used for cleaning processes. Water is used to wash tank interiors during cleaning.

b. the monthly or annual quantity of each such material used;

RESPONSE

No chemicals are used for cleaning processes.

c. the types of materials spilled in the Company's operations;

RESPONSE

The company has no records of any chemical spill during equipment or machinery cleaning or maintenance.

d. the materials used to clean up those spills;

RESPONSE

N/A.

e. the methods used to clean up those spills;

RESPONSE

N/A

f. where the materials used to clean up those spills were disposed of;

RESPONSE

N/A.

g. provide copies of Company manuals or procedures relating to cleaning of equipment and machinery and the Facility; and

RESPONSE

See attached documents. The Facility follows API653 guidelines for tank cleaning.

h. provide copies of all records of such cleaning and maintenance including internal records and records from any outside vendor for such services.

RESPONSE

See attached documents.

26. Describe all wastes disposed by the Company into drains at the Facility, including but not limited to:

a. the nature and chemical composition of each type of waste;
b. the approximate quantity of those wastes disposed by month and year;
c. the location to which these wastes drained (e.g. septic system or storage tank at the Facility, oil-water separator, pre- treatment plant, New York City sewer system); and
d. whether and what pretreatment was provided.

RESPONSE

See responses to Question Nos. 11, 12, 13 and 19 for information regarding discharges to the sanitary sewer, historical septic system, storm water management, and oil-water separators. See response to Question No. 27 for additional information regarding oil-water separators at the Facility.

27. Identify all oil/water separators at the Facility during the Company's ownership or operation including dates of installation, dates of replacement or major modification, purpose of installation and source of influent, location of discharge. Provide a copy of each permit and permit application, influent and effluent sampling results and copies of all submissions to federal, state, city or county environmental agencies or public health agencies relating to oil/water separators.

RESPONSE

Please see responses to Question Nos. 11, 12 and 13. Engineering drawings for two separators, dated September 1971, are attached. There is no written documentation regarding the date of installation or dates of major modification (if applicable) for any of the separators. Copies of the SPDES permit and most recent renewal application, available sampling results, and available copies of all agency submissions, including Discharge Monitoring Reports (DMRs), are attached. In addition, there was an aboveground oil/water separator in the wash bay in the garage that discharged, with NYCDEP approval, to the sanitary sewer. This oil/water separator had an approximately 30 gallon capacity and was taken out of service in approximately 2008.

28. Identify each fixed above-ground storage tank and each fixed below-ground storage tank that is or was situated on the Facility during the Company's ownership or operation. For each tank, identify the date of installation, the dates and nature of major modifications, the dates and nature of spill detection equipment, the dates and nature of cathodic protection equipment, and description or drawings of tanks, identity of contents that have been stored in the tank both before (if known) or during the Company's ownership or operation, and the practices of cleaning at the time of any change in items stored, and the manner of ultimate disposal of wastes from the tank. Identify procedures for addressing spills from the tanks and identify all spills that have occurred during the Company's ownership of the Facility. Provide a copy of all permits relating to the tank and provide a copy of all Company written manuals or procedures, including manuals that have been superseded by newer manuals or procedures, addressing use and maintenance of such tanks.

RESPONSE

Available information on aboveground storage tanks (ASTs) and underground storage tanks (USTs) is included in the table presented below, which sets forth: tank number, type of tank (AST/UST), status, construction material, capacity, contents (current and previous), major modifications and date of modification, spill detection equipment and date of installation, and cathodic protection and date of installation. In addition, an AST of approximately 500 gallons was used to store used motor oil from vehicle maintenance. The tank was removed in approximately 2006 when the Facility ceased employing a truck fleet.

Please see responses to Question Nos. 22 and 25 for information on tank cleaning and disposal of associated wastes. Please see responses to Question Nos. 30, 31, 37, 38, 39, 41, 43, 44, and 45 for information on spills. Please see responses to Question Nos.13, 30 and 32 for information regarding permits. Please also see response to Question No. 9.

Procedures for addressing spills are presented in the Spill Prevention Report (SPR) that was included as part of the Hazardous Substance Bulk Storage Application, dated October 6, 2010. The SPR included excerpts from the Spill Prevention Control and Countermeasures (SPCC) Plan. The Integrated Contingency Plan/Facility Response Plan (ICP) also provide relevant information.

Tank No.	Type	Date of Installation	Status	Construction	Capacity (Gal)	Contents (current/ past)	Type/ Date of Major Modifications	Type/ Date of Spill Detection Equipment	Type/ Date of Cathodic Protection
1	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
2	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
3	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
4	UST	circa	Abandoned	Steel-	25,000	Sand/	NA	NA	NA

Tank No.	Type	Date of Installation	Status	Construction	Capacity (Gal)	Contents (current/ past)	Type/ Date of Major Modifications	Type/ Date of Spill Detection Equipment	Type/ Date of Cathodic Protection
		1930's		SW		Gasoline			
5	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
6	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
7	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
7	AST	circa 1945	Inactive	Steel	10,000	Empty/ Lube Oil	NA	NA	NA
8	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
8	AST	circa 1945	Inactive	Steel	10,000	Empty/ Lube Oil	NA	NA	NA
9	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
9	AST	Apr-1945	Active	Steel	10,000	Additive - Lubrizol 821	NA	Concrete Pad/ 1945	Original Impressed Current/ NA
10	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline/ Fuel oil	NA	NA	NA
10	AST	1945	Active	Steel	10,000	Additive - Nemo	NA	Concrete Pad/ 1945	Original Impressed Current/ NA
11	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/Gasoline/ Fuel oil	NA	NA	NA
12	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
13	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline/ Fuel oil	NA	NA	NA
14	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline/ Fuel oil	NA	NA	NA
15	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
16	UST	circa 1930's	Inactive	Steel-SW	25,000	Empty/ Separator	NA	NA	NA
17	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
18	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
19	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
20	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
21	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA

Tank No.	Type	Date of Installation	Status	Construction	Capacity (Gal)	Contents (current/ past)	Type/ Date of Major Modifications	Type/ Date of Spill Detection Equipment	Type/ Date of Cathodic Protection
22	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
23	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
24	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
25	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
26	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
27	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
28	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
29	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
30	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
31	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
32	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
33	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
34	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Gasoline	NA	NA	NA
35	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Heating oil/ dry cleaning solvent (petroleum based)	NA	NA	NA
36	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Heating oil/ dry cleaning solvent (petroleum based)	NA	NA	NA
37	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Heating oil/ Petroleum naphtha	NA	NA	NA
38	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Heating oil/ Additive/	NA	NA	NA

Tank No.	Type	Date of Installation	Status	Construction	Capacity (Gal)	Contents (current/ past)	Type/ Date of Major Modifications	Type/ Date of Spill Detection Equipment	Type/ Date of Cathodic Protection
						marine gas oil			
39	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Heating oil/water-gasoline	NA	NA	NA
40	UST	circa 1930's	Abandoned	Steel-SW	25,000	Sand/ Kerosene/ VMP (Petroleum-based solvent)	NA	NA	NA
41	AST	Jan-1948	Active	Steel	88,200	Ethanol	Internal Floating Roof/ 1974	Monitoring Wells, In-Tank System/ 1997, NA	Retrofitted Impressed Current/ NA
42	AST	Jan-1948	Active	Steel	88,200	Ethanol	Internal Floating Roof/ 1974	Monitoring Wells, In-Tank System/ 1997, NA	Retrofitted Impressed Current/ NA
43	AST	Jan-1950	Active	Steel	88,200	Gasoline	Internal Floating Roof/ 1974	Monitoring Wells, In-Tank System/ 1997, NA	Retrofitted Impressed Current/ NA
44	AST	Jan-1950	Active	Steel	88,200	Gasoline	Internal Floating Roof/ 1974	Monitoring Wells, In-Tank System/ 1997, NA	Retrofitted Impressed Current/ NA
45	AST	Jan-1950	Active	Steel	88,200	Ethanol	Internal Floating Roof/ 1974	Monitoring Wells, In-Tank System/ 1997, NA	Retrofitted Impressed Current/ NA
46	AST	Jan-1950	Active	Steel	88,200	Gasoline	Internal Floating Roof/ 1974	Monitoring Wells, In-Tank System/ 1997, NA	Retrofitted Impressed Current/ NA
47	AST	Jan-1948	Active	Steel	407,400	Gasoline	NA	Monitoring Wells, In-Tank System/ 1997, NA	Retrofitted Impressed Current/ NA

Tank No.	Type	Date of Installation	Status	Construction	Capacity (Gal)	Contents (current/ past)	Type/ Date of Major Modifications	Type/ Date of Spill Detection Equipment	Type/ Date of Cathodic Protection
48	AST	Jan-1948	Active	Steel	407,400	Gasoline	NA	Monitoring Wells, In-Tank System/ 1997, NA	Retrofitted Impressed Current/ NA
49	AST	Jan-1948	Active	Steel	407,400	Gasoline	NA	Monitoring Wells, In-Tank System/ 1997, NA	Retrofitted Impressed Current/ NA
50	AST	Dec-1948	Active	Steel	407,400	Gasoline	NA	Monitoring Wells, In-Tank System/ 1997, NA	Retrofitted Impressed Current/ NA
51	AST	Oct-1990	Inactive	Steel	5,000	Empty/ Additives	NA	Concrete Pad/ 1990	Original Impressed Current/ 1990
52	UST	Dec-1990	Active	Steel	4,000	Additive - AP205M6 / Water	NA	Vapor well, In-Tank System/ 1990	None
53	AST	Jun-1905	Active	Steel	6,000	Water	NA	NA	NA
54	AST	Oct-1993	Active	Steel	5,014	Additive - AP-6000	NA	Concrete Pad/ 1990	Original Impressed Current/ 1990
55	AST	Feb-1999	Active	Steel	10,000	Diesel	NA	Monitoring Well	None
Holding Tank	AST	1990	Removed - Feb. 2010	Steel	275	Recovered Product	None	Secondary Containment / NA	None
--	UST	circa 1970s	Unknown	Steel	2,000-4,000?	Unknown/ Diesel	NA	Monitoring Well/ 1986	NA
--	UST	circa 1970s	Unknown	Steel	2,000-4,000?	Unknown/ Diesel	NA	Monitoring Well/ 1986	NA
--	UST	Unknown	Unknown	Steel	550	Unknown/ Fuel Oil	NA	NA	NA

29. Identify each pipeline serving the Facility that is or was situated on the Facility property (either above- or below- ground) during the Company's ownership or operation. For each pipeline, identify the owner and the operator for the pipeline and the owner or operator of the pipeline to which such segment is connected, and provide a copy of all permits relating to the pipeline on the Facility, the date of installation, all materials transported to the Facility through the pipeline, including crude petroleum or petroleum products, additives, other refining materials, batch separators, natural gas, manufactured gas, other fuel sources, chemicals and/or other materials. Describe pipeline cleaning processes and procedures for handling and disposal of wastes in the pipelines including mixed batches of materials in the pipeline. Identify procedures for addressing spills from the pipelines and identify all spills that have occurred during the Company's ownership of the Facility. Please provide a copy of all Company written manuals or procedures, including manuals that have been superseded by newer manuals or procedures, which address or regulated use and maintenance of such pipelines.

RESPONSE

The Buckeye Pipeline is the only pipeline that serves or, to Company's knowledge, served the Facility. The Buckeye Pipeline delivers gasoline to the Facility pipeline at the valve box located adjacent to Paidge Avenue. The Facility pipeline enters the site underground near the vehicle exit adjacent to the parking lot and travels northeast beneath the curb to the southern corner of the UST field. At this point the pipeline daylights, doglegs to the left and follows the foam system piping along the AST containment dike walls to a manifold along the Newtown Creek bulkhead. Location of the pipeline on the property is depicted on the attached site plan.

Section 5.0 Regulatory Information

30. Identify each federal, state and local authority that regulate or regulated environmental concerns relating to the ownership or operation at the Facility, the activity regulated, and the applicable federal, state and local statute or regulation from which such regulation was derived.

RESPONSE

The following response describes and identifies the regulated processes, operations, emissions, discharges and reporting requirements pursuant to the United States Code of Regulations (CFR), the Register and Official Compilation of Codes, Rules and Regulations of the State of New York (NYCRR), the New York State Environmental Conservation Law, as well as other Federal State and local laws, statues and regulations. In addition to the information set forth below, additional laws, statutes and regulations may be applicable from time to time for nonroutine operations. For example, when the Facility conducted maintenance dredging in Newtown Creek, it applied for a joint permit from the United States Army Corps of Engineers and NYSDEC. See also responses to Questions 13 and 32.

Air Discharge:

The Motiva facility currently operates an on-site Vapor Recovery Unit to capture volatile organic compounds (VOCs) in vapor, associated with the distribution of petroleum products. The exhaust from the VRU carbon pretreatment vessel is a Title V regulated and permitted emission point (NYSDEC Facility No. 2-6101-00105/00017). The Federal and State laws requiring this facility to procure a Title V permit are 42 USC 7401 (Clean Air Act) and ECL Article 19, with the following specific New York State statutes and regulations related to this air emission point:

- 6NYCRR §201-6 Title V Facility Permits
- 6NYCRR §201-7 Federal Enforceable Emission Caps
- 6NYCRR §211 General Prohibitions and Emission Monitoring
- 6NYCRR §212 General Process Emission Sources
- 6NYCRR §229 Petroleum & Volatile Organic Liquid Storage & Transfer Regulations
- 6NYCRR §257 Air Quality Standards
- 6NYCRR §288 Regional Air Quality Classifications
- 6NYCRR §621 Uniform Procedures (Permit application/renewal requirements)
- NYC FC 3406 New York City Fire Code Special Operations for Bulk Plants/Terminals

Stormwater Discharge:

Motiva collects stormwater runoff, pretreats the collected waters and discharges the treated water to Newtown Creek. New York State has a state program which has been approved by the United States Environmental Protection Agency for the control of wastewater and stormwater

discharges in accordance with the Clean Water Act (Federal Water Pollution Control Act, 33 USC 1251).

Under New York State law the program is known as the State Pollutant Discharge Elimination System (SPDES) and is broader in scope than that required by the Clean Water Act in that it controls point source discharges to groundwater as well as surface waters. Motiva conducts scheduled sampling of its pretreated discharge and submits monthly discharge monitoring reports to NYSDEC, as per the stipulations of its current SPDES Permit.

The discharge outfall for this site is permitted by NYSDEC (SPDES Discharge Permit No. NY 000-6131). The State law requiring this facility to procure a SPDES permit is ECL Article 17, Titles 7 and 8, and the following specific New York State statutes and regulations related to this stormwater outfall are as follows:

- 6NYCRR §750-1/2 New York SPDES permitting requirements/provisions
- 6NYCRR §621 Uniform Procedures (Permit application/renewal requirements)
- 6NYCRR §701 Surface/Ground Water Classifications
- 6NYCRR §703 Surface/Ground Water Quality Standards & Effluent Limitations
- 6NYCRR §810 Newtown Creek Drainage Basin water classification

Petroleum Bulk Storage and Chemical Bulk Storage:

Motiva operates a Petroleum Bulk Storage Facility at this site. The site is a New York State licensed Major Oil Storage Facility (MOSF Facility License No. 2-1540) pursuant to 6NYCRR §610 and Article 12, Section 174 of the New York State Navigation Law, and registered with the New York Chemical Bulk Storage Program (CBS Facility No. 2-000209), pursuant to 6NYCRR §595-599 and NYS ECL Article 40 (Hazardous Substance Bulk Storage Law).

The following Federal, State and Local laws, regulations and statutes refer to the operation and reporting requirements pursuant to the operation of this facility. Please note that the bulk of the required reports were compiled by Motiva into an Integrated Contingency Plan, submitted to the appropriate regulatory agencies and on-site at the facility for immediate access:

- 40 CFR 63 Notification of Operation of a Bulk Gasoline Plant
- 6NYCRR §610.4 Development and implementation of a Spill Prevention and Containment Plan (SPCP).
- 6NYCRR §598.1 Development and implementation of a New York Spill Prevention Report.
- 40 CFR 112 Development and implementation of a Spill Control and Countermeasure Plan (SPCC) and OPA-90 Facility Response/Oil Spill Contingency Plan.
- 40 CFR 265 Development and implementation of a Hazardous Waste Contingency Plan.
- 6NYCRR §610.5 Preparation and submission of an Environmental Compliance Report.
- 33 CFR 154 Development and implementation of a Facility Operations Manual

- 6NYCRR §612 — NYS Registration of Petroleum Storage Facility
- 6NYCRR §613 — Secondary containment & overfill protection specifications, aboveground/underground storage facility and tank inspections, testing, monitoring & reporting, spill/discharge reporting and tank closure.
- 6NYCRR §614 — Storage facility additions/modifications registration and reporting.
- NYC FC 3403 — New York City Fire Code Flammable & Combustible Liquids – General Requirements
- NYC FC 3404 — New York City Fire Code Flammable & Combustible Liquids – Storage
- NYC FC 3406 — New York City Fire Code Flammable & Combustible Liquids – Special Operations for Bulk Plants/Terminals

Hazardous Substance Management:

Motiva prepares and submits annual Hazardous Substance Management reports to the USEPA, NYSDEC and NYCDEP, pursuant to Title III of the Superfund Amendments and Reauthorization Act (SARA Title III) and EPCRA Section 313. A SARA Title III-Tier II Hazardous Chemical Inventory Report is filed annually, pursuant to the abovementioned regulations.

Remedial Actions:

This site is currently under a NYSDEC Stipulation Agreement, to investigate and remediate petroleum releases resultant from an initial on-site spill reported with NYSDEC Region 2 (NYSDEC Spill Case No. 8709990), and from subsequent on-site spills (NYSDEC Spill Case Nos. 9002114 and 9413568). Spill Case numbers 8709990 and 9413568 were closed by NYSDEC in October 28, 2003 and consolidated with open Spill Case Number 9002114.

A NYSDEC-approved Corrective Action Plan (CAP) for NYSDEC Spill Case Nos. 8709990, 9002114 and 9413568 was prepared and submitted in February 1998. The goal of the CAP was to delineate the on-site aerial extent of light non-aqueous phase liquids (LNAPL) released to the substratum and water table and develop a remedial strategy for the site. A NYSDEC-approved CAP Addendum for NYSDEC Spill Case Nos. 8709990, 9002114 and 9413568 was prepared and submitted in March 1998. The CAP Addendum addressed upgrades to the remedy chosen in February 1998, presented a monitoring plan to address potential off-site migration of LNAPL in groundwater and addressed concerns regarding the extent of tidal influence on the water table.

A revised Stipulation Agreement with NYSDEC is currently under negations. The revised agreement along with a revised CAP will address the closure of the on-site petroleum underground storage tank (UST) farm and the remediation of LNAPL in the substratum beneath the on-site aboveground storage tank farm.

The following Federal, State and Local laws, regulations and statutes refers to the remedial agreements enacted and remedial actions regulated at this site:

• 40 CFR 280.5	Release Reporting, Investigation and Confirmation for UST Systems
• 40 CFR 280.6	Release Response and Corrective Action(s) for UST Systems
• 40 CFR 280.7	UST Abandonment and Closure Requirements
• NY Navigation Law Art. 12 §176	Removal of Prohibited Discharges (Stipulation Agreement)
• NYS ECL Art. 17 §0303	General Powers and Applicable Duties (Stipulation Agreement)
• NYS UFPBC §1164.5	New York State Uniform Fire Prevention and Building Code – Tank Abandonment and Removal
• 6NYCRR §375-6	Remedial Program Soil Cleanup Objectives
• 6NYCRR §611	Environmental Priorities and Procedures in Petroleum Cleanup and Removal
• 6NYCRR §612	Registration of Petroleum Storage Facilities
• 6NYCRR §613.9	Closure of Out-Of-Service Tanks
• NYC FC 3404.2.13	Out-Of-Service Tanks
• NYC FC 3404.2.14	Removal and Disposal of Tanks

In addition to the abovementioned laws, regulations and statutes, the following NYSDEC guidance documents are employed to remain in compliance with the current Stipulation Agreement and related remedial activities:

- May 2010, DER-10 Technical Guidance for Site Investigation and Remediation
- February 2007, DER-15 Presumptive/Proven Remedial Technologies
- September 2003, Guidance for Petroleum Spill Stipulation Agreement
- October 2010, CP-51 Guidance Soil Cleanup Policy
- December 2010, DER-33 Institutional Controls: A Guide to Drafting and Recording Institutional Controls.

31. Describe all occurrences associated with violations, citations, deficiencies, and/or accidents concerning the Facility related to environmental concerns. Provide copies of all documents associated with each occurrence described.

RESPONSE

- July 25, 1987 – Third party tanker truck overfills during gasoline product transfer; spill proceeded through loading rack drains to oil-water separator. Volume of spill is undocumented. NYSDEC notified; spill cleaned up and Spill No. 87-03522 closed on 7/30/87.
- February 19, 1988 – LNAPL discovered in groundwater monitoring well MW-4; source and volume undocumented. NYSDEC notified; Spill No. 87-09990 closed on 10/28/2003 and consolidated with Spill No. 90-02114.
- September 5, 1989 – Leaking valves on a third party truck results in spill of undocumented volume of motor oil. Spill was contained and cleaned up. NYSDEC notified; Spill No. 89-05525 closed on 1/26/1998.
- May 23, 1990 – LNAPL discovered in groundwater monitoring wells MW-2, -4, -5, -9, -17, -19 and -20. Source and volume of spill is undocumented. LNAPL Recovery continues to date. Stipulation Agreement signed between Shell and NYSDEC in February 1998. Spill No. 90-02114 remains active.
- August 7, 1990 – Update to NYSDEC regarding status of LNAPL thickness in monitoring wells MW-2, -4, -15, -19 and -20. New spill number not assigned, report was considered an update to Spill No. 90-02114.
- December 5, 1990 – SPDES Compliance Inspection noted deficiencies in lack of flow calculations, proper sampling techniques and staged contaminated soil piles being partially uncovered. Exceedances of effluent limits for Oil & Grease was also noted based on DMR review on two occasions in January and August 1989.
- March 25, 1991 – SPDES Compliance Inspection noted deficiencies in method of flow calculation and no action to cover remaining uncovered contaminated soil piles.
- January 11, 1995 – LNAPL presence noted in groundwater monitoring wells MW-15 and -16. Excavation of the area discovered a leaking 8-inch unleaded gasoline product line. 50 gallons of gasoline released from gasoline pipeline, 45 gallons recovered. NYSDEC Notified and line repaired. Spill No. 94-13568 closed on 10/28/2003 and consolidated with Spill No. 90-02114.
- September 12, 2005 – Annual SPDES Compliance Inspection noted deficiencies in sample preservation (temperature) on five occasions, unapproved analytical method for samples on various occasions and two occasions of improper results reporting format on DMRs.
- June 6, 2006 – Annual SPDES Compliance Inspection noted deficiencies in sample preservation (temperature) on two occasions and continued use of an unapproved analytical method for samples.
- July 31, 2008 – Less than one gallon of hydraulic oil was spilled into Newtown

Creek from a barge working for a third party. Booms were deployed and spill was cleaned up. Spill No. 08-04991 closed same day (7/31/2008).

- September 16, 2008 – Chemical Bulk Storage (CBS) Program Site Inspection noted deficiencies in the description of Tank #52 in the CBS Registration Certificate, maintaining annual updates to the Spill Prevention Report (SPR), inclusion of the current CBS registration application in the SPR, lack of a current up-to-date site map in the SPR, failure to list and describe all reportable spills that occurred within the last five years in the SPR, lack of a spill response plan, deficiencies in consistency or quality of inspection of the AST Systems including piping and tanks, lack of secondary containment for the transfer station of Tanks #9, 10, 51, 52 and 54, lack of fill port labels on Tanks #9, 10, 51 and 54, lack of a remote level gauge/flow control on Tanks #9, 10, 51 and 54, lack of proper labeling on certain valves and lack of a dry disconnect shutoff valves to prevent discharges from product lines from Tanks #9, 10, 51 and 54.
- September 16, 2008 – Major Oil Storage Facility (MOSF) Inspection noted deficiencies in license information pertaining to facility information and tank data, and portions of the Spill Prevention and Containment Plan were missing or had inadequate information.
- January 4, 2009 – ½ gallon of diesel fuel spill to asphalt driveway.
- February 12, 2009 – SPDES Compliance Inspection noted exceedances of the action levels for benzene, toluene, ethylbenzene and xylenes (BTEX) in DMRs for the period of January 2007 through December 2008, and use of an unapproved analytical method for samples. A Corrective Action Plan was submitted by Motiva on March 31, 2009 to address these concerns. Further updates and planned improvements documented in the SPDES Permit Renewal Application dated July 20, 2009. Modifications and upgrades to site operations and infrastructure included visual inspection and cleaning of the Oil-Water Separator to minimize product from contacting stormwater, construction of a supplemental canopy structure to cover the entire loading rack area, sealing of the loading rack strip drains, the addition of a roll-over concrete berm to prevent infiltration of stormwater from the surrounding pavement into the loading rack drains and the routing of all loading rack stormwater from the existing Oil-Water Separator to a dedicated UST that is pumped out as needed. Modifications were completed in 2010.
- June 23, 2011 – 5 gallons of gasoline spilled to concrete containment.
- August 25, 2011 – 3 gallons of gasoline spilled to concrete containment.

32. Provide a list of all local, state, and federal environmental permits which have been applied for or issued to the Company with respect to the Facility for any media, e.g., water (including SPDES and NPDES, NYC sewer permit, Industrial Pretreatment Program permit or any other wastewater discharge related governmental authorization or notice), excavation and fill in navigable waters, dredging, tidal wetlands, air, solid waste or hazardous waste, bulk storage, industrial wastewater, etc. under any environmental statute or regulation. Provide a copy of each federal and state permit, the applications for each permit.

RESPONSE

Active Permits

- State Pollutant Discharge Elimination System (SPDES) Permit
- Onshore Major Oil Storage Facility (MOSF) License
- Chemical Bulk Storage (CBS) License
- Air Title V Facility Permit

Former Permits (Based on available records)

- Environmental Conservation Law (ECL) Permit
- Certificate to Operate an Air Contamination Source
- Test Boring and Monitoring Well Installation Permit
- Army Corps/NYDEC Permit for maintenance dredging

33. Has the Company or any affiliate, contractor, or agent associated with the Company or an affiliate, or any individual associated with any of the foregoing ever been accused of any criminal violation in connection with any operation at the Facility. If so, describe the disposition of such accusation and provide details on such accusation.

RESPONSE

No.

Section 6.0 Facility Releases, Investigations and Remediation

34. Was a Notification of Hazardous Waste Activity ever filed with EPA or New York State for any activity at the Facility during the period that the Company or any affiliate owned or operated at the Facility. If so, provide a copy of such notification and the response given by EPA or New York State including the RCRA identification.

RESPONSE

EA 8700 forms were completed with regard to Brooklyn Terminal generator status on several occasions, typically used to update our generator status from Large Quantity Generator to a lesser status, such as Small Quantity Generator (SQG) or Conditionally Exempt Small Quantity Generator (CESQG). The following 8700 submittals are attached:

- 7/21/08 – 8700 request to change generator status to CESQG
- 8/15/08- Acknowledgement of Notification of Hazardous Waste Activity from USEPA Region 2
- 3/13/07- 8700 request to change generator status to SQG
- 5/18/99 – 8700 request to change generator status to SQG
- 5/31/99- Acknowledgement of Notification of Hazardous Waste Activity from USEPA Region 2
- 10/01/98 – 8700 request to change generator status to SQG

35. Did the Company or any affiliate ever have "interim status" under RCRA at the Facility? If so, and the Facility does not currently have interim status; describe the circumstances under which the Facility lost interim status.

RESPONSE

No.

36. Identify all state or city offices to which the Company has sent or filed hazardous substance or hazardous waste information. State the years during which such information was sent/filed.

RESPONSE

Please see attached document. Hazardous waste information is filed via the Hazardous Waste Report Summary each calendar year. These reports were prepared and forwarded to New York State Department of Environmental Conservation by March 1st of the following calendar year. Per NYSDEC, if one holds a generator status other than Large Quantity Generator (LQG), the submittal to the state is not required. There were several years that a report was prepared (for informational purposes only) and not submitted to the state. This is noted as "No report submitted" in the "Status" column.

YEAR REPORTED	GENERATOR STATUS	STATUS	VOLUME
2010	CESQG	No report submitted	
2009	CESQG	No report submitted	
2008	CESQG	No report submitted	
2007	SQG	No report submitted	
2006	SQG	No report submitted	
2005	SQG	No report submitted	

2004		No report available	
2003	SQG	No report submitted	
2002	SQG	No report submitted	
2001	CESQG	No report submitted	
2000	LQG	Report submitted	
1999		Report submitted	
1998	SQG	Report submitted	0.0275 tons
1997	LQG	Report submitted	0 tons
1996		No report available	
1995		No report available	
1994		Report submitted	3.55 tons
1993	SQG	No report submitted	

1992	LQG	Report submitted	69.8 tons
1991	LQG	Report submitted	24.54 tons
1990	LQG	Report Submitted	161.2 tons
1989		Report Submitted	
1988		No report available	
1987		No report available	
1986		Report Submitted	87.6 tons
1985		Report Submitted	39.7 tons
1984		Report Submitted	85 tons

37. Has the Company or the Company's contractors, lessees, tenants, or agents ever contacted, provided notice to, or made a report to the New York State Department of Environmental Conservation or New York City Department of Environmental Protection or any other state or city agency concerning an incident, accident, spill, release, or other event involving the Facility or involving Newtown Creek? If so, describe each incident, accident, spill, release, or other event and provide copies of all communications between the Company or its agents and NYSDEC, NYCDEP, NYSDOH, NYCDOH or any other state or city agency.

RESPONSE

Please see responses to Question Nos. 30, 31, 38, 40, 41, 42, 43, 44, 45 and 46.

38. Identify all leaks, spills, or releases into the environment of any waste, including hazardous substances, pollutants or contaminants, industrial waste or petroleum that have occurred at or from the Facility. In addition, identify and provide copies of any documents regarding:

a. the date of each releases;
b. how the releases occurred, e.g. when the substances were being stored, delivered by a vendor, transported or transferred (to or from any tanks, drums, barrels, or recovery units), and treated;
c. the identity of the material released and the amount of each released;
d. where such releases occurred;
e. activities undertaken in response to each such release or threatened release, including the notification of any agencies or governmental units about the release and the remediation and the regulatory disposition concerning such release; and
f. identify all fires, explosions or other similar events that have occurred at the Facility during the Company's ownership or operation that required response either by a Facility employee or a New York City responder or that was the subject of a subsequent investigation by a New York City agency. Identify the location on a Facility map where each of the events occurred and identify the items that were combusted in whole or part, including, without limitation, hazardous substances, pollutants or contaminants, industrial waste or petroleum. Provide a copy of all reports of the event, whether such reports are the Company's private reports or are public reports in the Company's possession.

RESPONSE

See responses to Question Nos. 30, 31, 37, 40, 41, 42, 43, 44, 45 and 46.

39. Was there ever a spill, leak, release or discharge of waste, or process residue, including hazardous substances, pollutants, contaminants, industrial waste, or petroleum into any subsurface disposal system or floor drain inside or under a building on the Facility? If the answer to the preceding question is anything but an unqualified "no", provide details of each event and any communication with any federal, state or city regulatory body.

RESPONSE

To the best of our knowledge, no spills, leaks, releases or discharges of waste or process residue have occurred into any subsurface disposal or interior floor drain systems other than the NYCDEP-approved oil/water separator discharge to the sanitary sewer (see responses to Question Nos. 11 and 27).

40. Has any contaminated soil ever been excavated or removed from the Facility? Unless the answer to the preceding question is anything besides an unequivocal "no", identify and provide copies of any documents regarding:

AST Containment Area Excavations

See also response to Question 16.

a. Reason for soil excavation;

RESPONSE

In compliance with NYSDEC regulations, the Company was required to seal the floors of the AST containment areas with an impervious medium by December 27, 1990. Prior to sealing with concrete, soil was excavated from the areas to allow the new concrete to be installed at the proper grade. Composite analysis of the excavated soils indicted elevated levels of TPH and Total Xylenes.

b. location of excavation presented on a map or aerial photograph;

RESPONSE

Please see the attached figure (*58603-2011-12-15-FIG-01 (1990 AST Soil Excavation Areas - SCI).pdf).*

c. manner and place of disposal and/or storage of excavated soil;

RESPONSE

Following excavation, the soils were placed on the former UST farm containment area on the western edge of the site. These soils were bioremediated (land farmed) in place until levels of contaminants attained acceptable levels. Following NYSDEC approval, a gravel cover was placed on these soils and they remain present in this location as of the date of this correspondence.

d. dates of soil excavation and amount of soil excavated;

RESPONSE

Soil excavation was performed in late 1990; an exact date cannot be determined based on available records. Approximately 1,500 yd^3 of soil was removed from these areas.

e. all analyses or tests and results of analyses of the soil that was removed from the Facility;

RESPONSE

Available analytical reports are included.

f. all confirmatory analyses or tests and results of analyses of the excavated area after the soil was excavated and removed from the area; and

RESPONSE

To the best of our knowledge, no confirmatory samples were collected from the excavated areas following removal of the soil.

g. all persons, including contractors, with information about (a) through (f) of this question.

RESPONSE

Persons that may have further information regarding this subject, and their last known address (if available) are as follows:

- Douglas Lessing; Handex, 500 Campus Drive, Morganville, NJ, 07751
- Robert Wysocki; Shell Oil Company, 1415 West 22nd Street, Oak Brook IL, 60522
- Tom Turner; Shell Oil Company, 910 Louisiana St., OSP 2518 B, Houston, TX

Release Investigation – SW Corner of Loading Rack

a. Reason for soil excavation;

RESPONSE

During monthly monitoring well gauging activity, LNAPL was observed in site monitoring wells which had not previously contained LNAPL. Shell performed an approximately six-foot deep excavation at the SW corner of the loading racks to investigate this occurrence.

b. location of excavation presented on a map or aerial photograph;

RESPONSE

Please see attached figure (*58603-1995-02-27-FIG-01 (Excavation Location and Extent - Handex).pdf*).

c. manner and place of disposal and/or storage of excavated soil;

RESPONSE
Documentation as to the manner and place of disposal of excavated soil was not available.

d. dates of soil excavation and amount of soil excavated;

RESPONSE
The excavation took place in early January 1995, based on available records. A total amount of soil removed is undocumented.

e. all analyses or tests and results of analyses of the soil that was removed from the Facility;

RESPONSE
To the best of our knowledge, no samples or analysis of excavated soils was performed.

f. all confirmatory analyses or tests and results of analyses of the excavated area after the soil was excavated and removed from the area; and

RESPONSE
To the best of our knowledge, no confirmatory samples were collected from the excavated areas following removal of the soil.

g. all persons, including contractors, with information about (a) through (f) of this question.

RESPONSE
Persons that may have further information regarding this subject, and their last known address (if available) are as follows:

- Douglas Lessing; Handex, 500 Campus Drive, Morganville, NJ, 07751
- Gregory Casabona; Handex, 500 Campus Drive, Morganville, NJ, 07751
- Robert Wysocki; Shell Oil Company, 1415 West 22nd Street, Oak Brook IL, 60522
- Jeff Fawcett; Shell Oil Company, address unknown

Investigation of Abandoned UST Tank #36

a. Reason for soil excavation;

RESPONSE
Investigating depth and extent of abandoned UST #36.

b. location of excavation presented on a map or aerial photograph;

RESPONSE

UST No. 36 on site plan.

c. manner and place of disposal and/or storage of excavated soil

RESPONSE

Material placed on plastic and covered with plastic and final disposal to Soil Safe.

d. dates of soil excavation and amount of soil excavated

RESPONSE

Approximately 5 cubic yards of soil were excavated on January 16, 2012.

e. all analyses or tests and results of analyses of the soil that was removed from the Facility;

RESPONSE

Please see attached documents.

f. all confirmatory analyses or tests and results of analyses of the excavated area after the soil was excavated and removed from the area; and

RESPONSE

No sampling was performed

g. all persons, including contractors, with information about (a) through (f) of this question.

RESPONSE

Doug Weimer, Shell Oil Products US
Matt Meyer, RECON
Al Toon, Sovereign Consulting Inc.

41. Have you treated, pumped, or taken any kind of response action on groundwater under the Facility? Unless the answer to the preceding question is anything besides an unequivocal "no", identify and provide copies of any documents regarding:

a. reason for groundwater action;
b. whether the groundwater contains or contained hazardous substances, pollutants, contaminants, industrial waste, or petroleum, what the constituents are or were which the groundwater contained, and why the groundwater contained such constituents;
c. all analyses or tests and results of analyses of the groundwater;
d. if the groundwater action has been completed, describe the basis for ending the groundwater action; and
e. all persons, including contractors, with information about (a) through (d) of this question.

RESPONSE

This site is currently under a NYSDEC Stipulation Agreement, to investigate and remediate petroleum releases resultant from an initial on-site spill reported with NYSDEC Region 2 (NYSDEC Spill Case No. 8709990), and from subsequent on-site spills (NYSDEC Spill Case Nos. 9002114 and 9413568). Spill Case numbers 8709990 and 9413568 were closed by NYSDEC in October 28, 2003 and consolidated with open Spill Case Number 9002114.

Groundwater has historically contained elevated concentrations of dissolved volatile organic compounds benzene, toluene, ethylbenzene, xylenes (BTEX) and methyl-tert butyl ether (MTBE), and petroleum based LNAPL. Groundwater action consisting of active and passive LNAPL skimming operations has been conducted at this facility. Groundwater samples have been collected from monitoring wells which do not contain measureable LNAPL since 1989. Analytical results of these samples are included in the attached table. (*58603-2011-06-20-FIG-01 (Historical GW Analytical Data - SCI).pdf).*

Initial remedial activity at the facility consisted of weekly/monthly gauging and passive LNAPL recovery (hand bailing and absorbent socks). Recovered LNAPL was stored in an onsite 275-gallon AST installed in 1990. In 1991, a pneumatic LNAPL skimming pump was installed in MW-26 and active recovery initiated. LNAPL recovered by this pump was conveyed to the 275-gallon AST. A proposal was submitted in October 1992 to install a second pump in MW-2, although available documentation indicates the proposed pump was not installed. Passive recovery continued on wells without skimmers.

Additional monitoring well installation and initiation of a monthly monitoring program under direction of NYSDEC was performed under Spill No. 87-09990. Soil excavation and installation of temporary wells within the excavation was performed in response to Spill No. 94-13568.

From November 1995 through May 1996 a soil and groundwater investigation was conducted to further characterize subsurface conditions at the facility. On November 11, 1995, 38 soil borings were advanced to the soil-groundwater interface and soil samples inspected for visual signs of LNAPL. These borings were installed to determine the vertical and areal extent the LNAPL plume. Soil from each boring was screened for presence of VOCs using a photo-ionization detector (PID). All 38 borings demonstrated a response on the PID ranging from 5 units to 180 units.

Based upon the results of the soil borings, six additional monitoring wells were installed at the facility in April 1996. Subsequent gauging in May 1996 indicated LNAPL presence in three of these new wells.

On May 15 and 16, 1996, a groundwater pumping test was conducted on monitoring well MW-15 to determine the hydraulic characteristics of the underlying aquifer. A constant pumping rate of approximately 0.35 gallons per minute (gpm) was sustained for 13 hours, followed by 2.5 hours of recovery time. Additionally, tidal fluctuation data was collected from Newtown Creek and MW-25 prior to, and during the test to compensate for any influence changing tide has on groundwater elevations. Results of the test indicated a hydraulic conductivity of between 0.91 to 12.5 ft/day. This range of values is due to variations in the subsurface materials and presence of subsurface structures.

On March 11 through 14 and 17, 1997, six borings were advanced within the containment areas of the ASTs. All borings were finished as 4-inch diameter monitoring wells. Subsequent gauging of these wells indicated LNAPL presence within two wells; therefore three additional borings were installed within the AST containment areas. These wells were also finished as 4-inch diameter monitoring wells. Gauging data collected in June 1997 from the newly installed wells indicated LNAPL presence in eight of the nine wells. No boring logs or lithologic descriptions could be located for these borings.

Following the subsurface investigation that was conducted from 1995-1997, a CAP was submitted in 1998 outlining four remedial options to address the LNAPL plume. The goal of the CAP was to delineate the on-site aerial extent of light non-aqueous phase liquids (LNAPL) released to the substratum and water table and develop a remedial strategy for the site. A NYSDEC-approved CAP Addendum for was prepared and submitted in March 1998. The CAP Addendum addressed upgrades to the remedy chosen in February 1998, presented a monitoring plan to address potential off-site migration of LNAPL in groundwater and addressed concerns regarding the extent of tidal influence on the water table. An Engineering Plan for the chosen option was developed the same year and upon NYSDEC approval, installation and startup occurred in 1999.

The chosen remedial option consisted of upgrades and enhancements to the existing active skimming system. Four interceptor trenches were excavated to approximately 6-foot depth and

backfilled with clean pea gravel. Six recovery wells (TW-1 through TW-6), 8-inches in diameter were installed in the trenches (one or two wells per trench). Four existing wells within the AST containment areas were also removed and reinstalled as 6-inch diameters wells. Recovery lines and air supply lines were installed to each trench well, and the four re-installed wells. Six pneumatic skimming pumps were installed and rotated between the ten recovery wells as needed. Recovered product was conveyed to the 275-gallon AST.

The skimming system was operated continuously until 2008, when cessation of active recovery was approved by NYSDEC. Passive recovery replaced active recovery as the ongoing remediation method. Monthly passive skimming operations (hand bailing) and annual groundwater sampling events are ongoing as of the date of this correspondence. The 275-gallon AST and associated skimming system piping were removed in February 2010. Further details regarding the AST removal is available in response to Question No. 16.

A revised Stipulation Agreement with NYSDEC is currently under negations. The revised agreement along with a revised CAP will address the closure of the on-site petroleum underground storage tank (UST) farm and the remediation of LNAPL in the substratum beneath the on-site aboveground storage tank farm.

Persons and contractors that may have further information regarding this subject, and their last known address (if available) are as follows:

- Douglas Lessing; Handex, 500 Campus Drive, Morganville, NJ, 07751
- Gregory Casabona; Handex, 500 Campus Drive, Morganville, NJ, 07751
- Edward Van Woudenberg; Handex, 703 Ginesi Drive, PO Box 451, Morganville, NJ, 07751
- Gregory Korniewicz; Handex, 500 Campus Drive, Morganville, NJ, 07751
- Kevin Toth; Handex, 500 Campus Drive, Morganville, NJ, 07751
- Robert Wysocki; Shell Oil Company, 1415 West 22nd Street, Oak Brook IL, 60522
- John Spinelle; Shell Oil Company, PO Box 1703, Atlanta, GA, 30371
- Tom Turner; Shell Oil Company, 910 Louisiana St., OSP 2518 B, Houston, TX
- Jack Rogers; Shell Oil Company, 25 Paidge Avenue, Brooklyn, NY, 11222
- Mario D'Antonio; Shell Oil Company, 25 Paidge Avenue, Brooklyn, NY, 11222
- William Colonis; Northeast Environmental Solutions, 870 Middle Country Road, St. James, NY, 11780
- Mark Reeves; Science Applications International Corporation, 6310 Allentown Blvd., Harrisburg, PA, 11712

- Matt Schneck; Longshore Environmental, 1337-9 Lincoln Avenue, Holbrook, NY, 11741

42. Was there ever a spill, leak, release or discharge of a hazardous substance, waste, or material into Newtown Creek from any equipment, structure, or activity occurring on, over, or adjacent to the Creek? If the answer to the preceding question is anything but an unequivocal "no", identify and provide copies of any documents regarding:

a. the nature of the hazardous substance, waste, or material spilled, leaked, released or discharged;
b. the dates of each such occurrence;
c. the amount and location of such release;
d. whether sheens were created on the Creek by the release ; and
e. whether there ever was a need to remove or dredge any solid waste, bulk product, or other material from the Creek as a result of the release? If so, please provide information and description of when such removal/dredging occurred, why, and where the removed/dredged materials were disposed.

RESPONSE

At 9:30AM on July 31, 2008, approximately one gallon of hydraulic oil was spilled into Newtown Creek from a third party contractor barge that was docked at the facility. NYSDEC was notified and booms were deployed to contain and cleanup the spilled material. By 3:00PM, the spill had been cleaned up and the spill number closed by NYSDEC. There was no need to dredge any soil waste or bulk product from Newtown Creek as a result of this event.

43. Describe the purpose for, the date of initiation and completion, and the results of any investigations of soil, water (ground or surface), sediment, geology, hydrology, or air quality on or about the Facility. Provide copies of all data, reports, and other documents that were generated by the Company or any contractor or consultant, or by a federal or state regulatory agency related to the investigations that are described.

RESPONSE

See responses to Question Nos. 30, 31, 37, 38, 40, 41, 42, 44, 45 and 46.

44. Describe any remediation or response actions that you or your agents or consultants have ever taken or are currently taking at the Facility, either voluntarily or as required by any state, local or federal entity. If not otherwise already provided under this Information Request, provide copies of all enforcement agreements with regulatory agencies pursuant to which such response actions were undertaken as well as all reports of investigations or cleanup activities on the Facility.

RESPONSE

See responses to Question Nos. 30, 31, 37, 38, 40, 41, 42, 43, 45 and 46.

45. State whether you are planning to perform any investigations of the soil, water (ground or surface), geology, hydrology, and/or air quality on or about the Facility? If so, identify: the purpose, nature, and scope of such investigations and the dates when you plan to undertake such investigations.

RESPONSE

The Company is currently finalizing, for New York State Department of Environmental Conservation (NYSDEC) approval, a UST Removal Work Plan for removal of 40 previously abandoned in place USTs (Tanks Nos. 1-40). As part of the Work Plan, soil and groundwater samples will be collected in accordance with applicable tank closure requirements. Concurrently, a Remedial Action Plan for LNAPL remediation, utilizing enhanced fluid recovery (EFR), is being prepared for approval by the NYSDEC. The LNAPL work will take place concurrent with the UST removal and is anticipated to start in 2012. The UST removal and LNAPL recovery work will be conducted under a Stipulation Agreement that is being negotiated with the NYSDEC. Annual groundwater sampling will be conducted in April 2012. Monthly well gauging and manual bailing of LNAPL will continue.

46. Provide a copy of all environmental investigation reports of the Facility including investigations undertaken at the times of acquisition and transfers of the Facility by the Company.

RESPONSE

Please see attached documents.

Section 7.0 Compliance with this Request and Financial Information

47. Persons and Sources Consulted in Your Response: Identify all persons, other than counsel, that the Company consulted, and all sources that the Company reviewed in responding to this request, including, but not limited to:

a. the names of persons consulted, the contact information for such person, and if the person is a current or former employee, the job title and responsibilities for such persons and the dates of employment, and identify which questions the person was consulted about; and

b. a description and the location of where all sources reviewed are currently located, and the questions to which such sources relate.

RESPONSE

Motiva Enterprises LLC
Jennifer Bothwell, Environmental Coordinator
Sabrina Cox, Director HSSE
Adam Filby, Terminal Manager
Danny Flack, Manager HSE, Supply & Distribution
Glenn Hardcastle, Environmental Manager
Steven Kinnan, Terminal Manager
Roger Leitch, Regional Manager, Northern Manager
James Lintz, Complex Manager
Mario D'Antonio, former Terminal Superintendant/Complex Manager

Shell Oil Company
Diana Henk, Residual Management Team Supervisor
Odessa Marshall, Environmental/SD Process Owner
Douglas Weimer, Principal Program Manager
David Zabcik, Senior Project Advisor

Sovereign Consulting Inc.
Mike Bluight
Douglas Jakim
Duane Statzer
Al Tonn
Aaron Yingling

48. Identify all individuals who currently have and those who have had responsibility for the Company's environmental matters (e.g. responsibility for the disposal, treatment, storage, recycling, or sale of the Company's wastes). Also provide each such individual's job title, duties, dates performing those duties, supervisors for those duties, current position or the date of the individual's resignation, and the nature of the information possessed by such individuals concerning the Company's waste management.

RESPONSE

Residual Management Team Supervisor, Shell Oil Company

Diana Henk, (2000 – present)

Provides off-site waste management support to Motiva Distribution terminals including the Brooklyn Terminal to ensure wastes are handled appropriately and in conformance with Company standards. Works with Terminal Manager to assist in characterizing wastes, make waste determinations, prepare manifests for hazardous wastes, identify appropriate off-site treatment/disposal facilities, arrange transportation and disposal and submit required agency reports. Information possessed includes waste characterization data and determinations, completed manifests, and transporter and disposal company information.

Terminal Superintendent/Manager, Motiva Enterprises LLC, Brooklyn Terminal

Adam Filby, (2011 – present)

Frank Signoriello, Terminal Superintendent, Motiva Enterprises LLC, Brooklyn Terminal (2009 – 2011)

Jim Deleon - Terminal Superintendent, Motiva Enterprises LLC, Brooklyn Terminal (2008-2009

Gene Bernhart, Terminal Superintendent, Motiva Enterprises LLC, Brooklyn Terminal (2004-2008)

Paul Brillante, Terminal Superintendent, Motiva Enterprises LLC, Brooklyn Terminal (2002-2004) –

Mario D'Antonio (1991 – 2002)

Responsible for overall onsite operations and activities of the Brooklyn Terminal. Waste management-related activities include providing direction to on-site supervisors and operators to ensure waste materials are appropriately stored and handled, accumulation areas are inspected, waste material shipments are properly prepared and required records are kept. Waste management-related information possessed includes waste characterization and determination records, training records, inspection records and transportation/disposal records.

Complex Manager, Motiva Enterprises LLC, Metro Complex

James Lintz, (2008 – present)

Mario D'Antonio (2002 – 2008)

Responsible for overall operation of a three-terminal complex, which includes the Brooklyn Terminal. Waste management-related information possessed includes Company-wide practices and policies, not specific to the Brooklyn Terminal.

Environmental Coordinator, Motiva Enterprises LLC
Jennifer Bothwell (2009 – present)
David Bier (1998 – 2009)
Provides off-site compliance and permitting support to various Motiva terminals including the Brooklyn Terminal. Waste management-related support consists of annual waste management training and other assistance upon request. Waste management-related information possessed includes training materials for the Brooklyn Terminal.

Principle Program Manager Major Projects, Shell Oil Company
Douglas Weimer (2009 – present)
Provides off-site soil and groundwater support to various terminals, including the Brooklyn Terminal, to address impacts from releases to soil and groundwater. Waste management-related support consists of providing direction and oversight of environmental contractors performing soil and groundwater-related services. Waste management-related information possessed includes general knowledge of waste handling practices of environmental contractors (e.g., management of drill cuttings, impacted soil).

Senior Project Advisor, Shell Oil Company
David Zabcik (1998 – present)
Provides advice and support on waste management and soil & groundwater related issues Company-wide, including to the Brooklyn Terminal. Waste management-related information possessed includes Company-wide practices and policies, not specific to the Brooklyn Terminal.

Health, Safety & Environmental (HSE) Manager, Motiva Enterprises LLC, Supply and Distribution
Danny Flack (2011 – present)
Odessa Marshall (2007 – 2011)
Sabrina Cox (2003 – 2007)
Lynley Harris (1998 – 2003)
Responsible for overall HSE program direction and management systems for Motiva terminals, including the Brooklyn Terminal. Waste management-related information possessed includes Company-wide practices and policies, not specific to the Brooklyn Terminal.

Environmental Manager, Motiva Enterprises LLC, Supply and Distribution
Glenn Hardcastle, (2008 – present) - Responsible for overall environmental program implementation for Motiva terminals, including the Brooklyn Terminal. Waste management-related information possessed includes Company-wide practices and policies, not specific to the Brooklyn Terminal.

49. Financial Information: Provide a copy of the Company's certified annual financial statements for each of the most recent three years.

RESPONSE

Copies of Shell Oil Company's annual reports, which contain the financial statements, can be obtained from this link:

http://www.shell.com/home/content/investor/financial_information/annual_reports_and_publications/

Copies of Motiva's financial statements are attached.

50. Insurance and Indemnification:

a. Provide a schedule of liability insurance policies that provided coverage for the Company with respect to the Facility. Please list all policies from the Company's initial ownership or initial operation of the Facility to the current date, showing the insured, insurer, broker or agent from whom you procured such insurance (if any), policy number, effective dates of the policy, and liability limits. Provide a copy of the Declaration Page for each such insurance policy. For any insurance policy that the Company no longer has in its possession, provide a copy of relevant records tending to show the existence of such policy;

b. Provide a schedule of casualty insurance policies since the time of initial ownership or operation of the Facility, with the same information called for in the previous subparagraph that may provide coverage for cleanup of the Facility;

c. Has the Company made claims under any policy in connection with environmental liability or environmental casualty in connection with the Facility? If the Company has ever made such a claim, provide a copy of all notices and correspondence in connection with such claim, and state the disposition of such claim;

d. Identify each entity that may have a duty to indemnify the Company for any potential liability in connection with the Facility or the Site, identify the circumstances giving rise to the indemnity, and provide a copy of any document that reflects a requirement to indemnify the Company; and

e. Identify each entity that the Company has agreed to indemnify for any potential liability in connection with the Facility or the Site, identify the circumstances giving rise to the indemnity and provide a copy of any document that reflects a requirement to indemnify by the Company.

RESPONSE

The Company is currently evaluating its insurance coverage with regard to information responsive to this question.

The Facility has many third party customers, and each of them must execute a Terminalling Agreement (also called a TA) to store product in the Facility's tanks. The TA typically contains a mutual indemnity provision (in other words, it would count both as an entity possibly indemnifying Motiva, and as Motiva possibly indemnifying an entity). In addition, each customer may have its own trucks come on to the site, or it may contract with another party to pick up product at the site for delivery. Each entity that has carrier trucks coming onto the Facility will have entered a Carrier Access Agreement under which the carrier provides an indemnity to Motiva. The Facility may also have several procurement agreements for repairs or maintenance of various terminal structures. Those contracts always contain an indemnity as well. The Facility may also have several procurement agreements for repairs or maintenance of various terminal structures.

CERTIFICATION OF ANSWERS TO REQUEST FOR INFORMATION
NEWTOWN CREEK SUPERFUND SITE

State of NEW YORK :

County ~~of~~ IES of KINGS AND QUEENS :

I certify under penalty of law that I have personally examined and am familiar with the information submitted in this document (response to EPA Request for Information) and all documents submitted herewith, and that based on my inquiry of those individuals immediately responsible for obtaining the information, I believe that the submitted information is true, accurate, and complete, and that all documents submitted herewith are complete and authentic unless otherwise indicated. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment. I am also aware that the Company is under a continuing obligation to supplement its response to EPA's Request for Information if any additional information relevant to the matters addressed in EPA's Request for Information or my Company's response thereto should become known or available to the Company.

DANNY C. FLACK
NAME (print or type)

HSE MANAGER
TITLE (print or type)

MOTIVA ENTERPRISES LLC.
COMPANY NAME

SIGNATURE

Sworn to before me this 30th day of Jan., 2012

Sheila Trumps
Notary Public

My commission expires: 4-29-15

[STAMP OR SEAL] SHEILA TRUMPS NOTARY PUBLIC State of Texas Comm. Exp. 04/29/2015

CERTIFICATION OF ANSWERS TO REQUEST FOR INFORMATION
NEWTOWN CREEK SUPERFUND SITE

State of TEXAS :

County of HARRIS :

I certify under penalty of law that I have personally examined and am familiar with the information submitted in this document (response to EPA Request for Information) and all documents submitted herewith, and that based on my inquiry of those individuals immediately responsible for obtaining the information, I believe that the submitted information is true, accurate, and complete, and that all documents submitted herewith are complete and authentic unless otherwise indicated. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment. I am also aware that the Company is under a continuing obligation to supplement its response to EPA's Request for Information if any additional information relevant to the matters addressed in EPA's Request for Information or my Company's response thereto should become known or available to the Company.

WILLIAM E. PLATT, III
NAME (print or type)

SR. MANAGER
TITLE (print or type)

SHELL OIL COMPANY
COMPANY NAME

SIGNATURE

Sworn to before me this 30TH day of JAN., 2013

Suzanne S. Womack
Notary Public

My commission expires: July 28, 2013

[STAMP OR SEAL]

SUZANNE S. WOMACK
MY COMMISSION EXPIRES
July 28, 2013